

# ENSCO PLC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Enscopl**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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6 May 2015

The proxy statement for our 2015 annual general meeting sets forth Proposal 6, which includes the addition of shares to our 2012 Long-Term Incentive Plan (the "LTIP").

We have consulted with shareholder representatives on this proposal, and we wish to explain the proposal further. As background, shares awarded to participants of the LTIP are predicated on a fixed dollar amount. Given the sharp drop in oil prices over the last year, which has driven stock prices lower for the vast majority of companies in the energy sector, we expect to issue more shares under the LTIP in 2015 than in prior years. This projection was a key factor in our decision to request authorization for more shares under the LTIP. We believe this request is reasonable and prudent in order to retain talented employees, whom we have developed and trained over a period of many years.

Separately, with regard to limits for individual grants, upon further review, the Compensation Committee of the Board of Directors has adopted a policy to reduce the maximum number of shares that may be subject to awards of share options, restricted shares and restricted share units granted to a participant during any one-year period by 50%. The new per participant limitation is 7.5% of the aggregate number of shares authorized for issuance under the LTIP.

J. Roderick Clark  
Chair, Compensation Committee