

# ENSCO PLC

## FORM 8-K (Current report filing)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (Date of earliest event reported): **March 4, 2015**

**Enesco plc**

(Exact name of registrant as specified in its charter)

**England and Wales**  
(State or other jurisdiction of  
incorporation)

**1-8097**  
(Commission File Number)

**98-0635229**  
(I.R.S. Employer  
Identification No.)

**6 Chesterfield Gardens**  
**London, England W1J 5BQ**  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: + **44 (0) 20 7659 4660**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

Attached hereto as Exhibit 99.1 and incorporated by reference in its entirety into this Item 7.01 is a copy of the press release issued by Enco plc (the “Company”) announcing the commencement of a tender offer (the “Tender Offer”) by the Company to purchase for cash any and all of its outstanding 3.25% Senior Notes due 2016. The Tender Offer is subject to the terms and conditions set forth in the Offer to Purchase, dated March 4, 2015, and the related Letter of Transmittal and Notice of Guaranteed Delivery.

The information furnished in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
Number**

99.1 Press Release dated March 4, 2015, issued by Enco plc

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**Enscopl**

Date: March 4, 2015

By: /s/ Brady K. Long

Brady K. Long

Vice President, General Counsel and Secretary



EnSCO plc  
6 Chesterfield Gardens  
London W1J 5BQ  
www.enscoplc.com

Press Release

### EnSCO Announces Cash Tender Offer

LONDON — 4 March 2015 — EnSCO plc (NYSE:ESV) announced today that it has commenced a cash tender offer to purchase any and all of its outstanding 3.25% Senior Notes due 2016 (CUSIP No. 29358QAB5).

The tender offer is being made pursuant to an Offer to Purchase dated today and a related Letter of Transmittal and Notice of Guaranteed Delivery, which set forth the terms and conditions of the tender offer. As of March 4, 2015, the aggregate principal amount of the notes outstanding is \$1.0 billion.

The consideration for each \$1,000 principal amount of notes validly tendered and accepted for payment pursuant to the tender offer will be determined in the manner described in the Offer to Purchase by reference to a fixed spread of 20 bps over the yield based on the bid side price of the 0.375% U.S. Treasury due March 15, 2016, as calculated by Deutsche Bank Securities Inc. at 2:00 p.m., New York City time, on March 10, 2015. Holders whose notes are purchased will also receive accrued and unpaid interest thereon from the last interest payment date up to, but not including, the settlement date.

The tender offer will expire at 5:00 p.m. New York City time on March 10, 2015, unless extended. Holders of notes must validly tender and not validly withdraw their notes before 5:00 p.m. New York City time on the tender offer expiration date to be eligible to receive the consideration. Tendered notes may be withdrawn at any time prior to the expiration time.

The tender offer is conditioned upon the satisfaction of certain conditions more fully described in the Offer to Purchase, including the completion of a contemporaneous notes offering by EnSCO. The tender offer is not conditioned upon any minimum amount of notes being tendered. The tender offer may be amended, extended, terminated or withdrawn.

Following the closing of the contemporaneous notes offering and the expiration of the tender offer, EnSCO intends to exercise its right to redeem any notes not purchased in the tender offer and that remain outstanding pursuant to the indenture governing the notes.

EnSCO has retained Deutsche Bank Securities Inc. and Citigroup Global Markets Inc. to serve as the Dealer Managers for the tender offer. Deutsche Bank Securities Inc. may be contacted at (866) 627-0391 (toll free) or (212) 250-2955 (collect).

EnSCO has also retained Global Bondholder Services Corporation to serve as the Depository and Information Agent for the tender offer.

The tender offer is being made pursuant to the terms and conditions contained in the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery, copies of which may be obtained from Global Bondholder Services Corporation by telephone at (866) 470-3900 (toll free) or for banks and brokers at (212) 430-3774 or in writing at Global Bondholder Services Corporation, 65 Broadway, Suite 404, New York, New York 10006.

Copies of the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery are also available at the following web address: <http://www.gbhc-usa.com/ESV/>

This press release is neither an offer to purchase nor a solicitation of an offer to sell any notes in the tender offer. In addition, this press release is not an offer to sell or the solicitation of an offer to buy any securities issued in connection with any notes offering, nor shall there be any sale of the securities issued in such offering in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any such securities will be offered only by means of a prospectus, including

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a prospectus supplement relating to such securities, meeting the requirements of Section 10 of the U.S. Securities Act of 1933.

Enco is not obligated to undertake any redemption of the notes, and there can be no assurance that it will consummate the tender offer or redeem the notes. The statements of intent herein with respect to the redemption of the notes does not constitute a notice of redemption under the indenture governing the notes. Any notice of redemption with respect to the notes, if made, will only be made in accordance with the indenture governing the notes.

Enco plc (NYSE: ESV) is a global provider of offshore drilling services to the petroleum industry. Enco plc is an English limited company (England No. 7023598) with its registered office and corporate headquarters located at 6 Chesterfield Gardens, 3rd Floor, London, United Kingdom W1J 5BQ.

**Investor & Media Contacts:**

Sean O'Neill

Vice President - Investor Relations and Communications

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