

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): May 23, 2016

Enesco plc

(Exact name of registrant as specified in its charter)

England and Wales	1-8097	98-0635229
(State or other jurisdiction of incorporation)	(Commission File Number)	(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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TABLE OF CONTENTS

INFORMATION TO BE INCLUDED IN THE REPORT

<u>Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers</u>	<u>1</u>
<u>Item 5.07 Submission of Matters to a Vote of Security Holders</u>	<u>2</u>
<u>Item 9.01 Financial Statements and Exhibits</u>	<u>5</u>

<u>SIGNATURE</u>	<u>6</u>
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<u>EXHIBIT INDEX</u>	<u>7</u>
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers**

At the Annual General Meeting of Shareholders of Ensco plc (the "Company") held on May 23, 2016 (the "2016 Annual General Meeting"), the Company's shareholders approved the Fourth Amendment (the "Amendment") to the Ensco plc 2012 Long-Term Incentive Plan (as amended, the "Plan"). The Amendment authorizes an additional 4,500,000 Class A ordinary shares ("shares") for issuance under the Plan, bringing the total number of shares authorized for issuance under the Plan to 27,500,000. A description of the Plan, as modified by the Amendment, is set forth in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 1, 2016 (the "2016 Proxy Statement"). The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company held its 2016 Annual General Meeting in London, England on May 23, 2016 .

(b) There were 235,837,409 shares entitled to vote at the meeting based on the March 28, 2016 record date, of which 197,580,005 shares, or approximately 83.77%, were present and voting in person or by proxy. The following matters, detailed descriptions of which are contained in the 2016 Proxy Statement, were voted on at the meeting:

(1) To re-elect Directors to serve until the 2017 Annual General Meeting of Shareholders:

a. J. Roderick Clark

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
158,555,153	8,047,446	1,278,589	29,698,817

b. Roxanne J. Decyk

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
158,440,261	8,124,389	1,316,538	29,698,817

c. Mary E. Francis CBE

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
161,266,734	5,336,466	1,277,988	29,698,817

d. C. Christopher Gaut

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
158,522,825	8,083,268	1,275,095	29,698,817

e. Gerald W. Haddock

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
159,045,827	7,556,479	1,278,882	29,698,817

f. Francis S. Kalman

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
161,314,590	5,284,404	1,282,194	29,698,817

g. Keith O. Rattie

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
161,401,704	5,194,861	1,284,623	29,698,817

h. Paul E. Rowsey, III

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
159,136,731	7,463,397	1,281,060	29,698,817

i. Carl G. Trowell

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
161,455,318	5,142,863	1,283,007	29,698,817

(2) To authorise the Board of Directors to allot shares:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
178,874,012	15,803,430	2,902,563	N/A

(3) To ratify the Audit Committee's appointment of KPMG LLP (U.S.) as our U.S. independent registered public accounting firm for the year ended December 31, 2016:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
193,178,168	2,747,638	1,654,199	N/A

(4) To appoint KPMG LLP (U.K.) as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office from the conclusion of the 2016 Annual General Meeting until the conclusion of the next annual general meeting of shareholders at which accounts are laid before the Company):

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
193,282,929	2,795,970	1,501,106	N/A

(5) To authorise the Audit Committee to determine our U.K. statutory auditors' remuneration:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
194,560,465	1,394,185	1,625,355	N/A

(6) To approve an amendment to the Ensco plc 2012 Long-Term Incentive Plan:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
152,046,153	14,417,522	1,417,513	29,698,817

(7) A non-binding advisory vote to approve the Directors' Remuneration Report for the year ended December 31, 2015:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
124,576,478	41,713,110	1,591,600	29,698,817

(8) A non-binding advisory vote to approve the compensation of our named executive officers:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
148,450,400	17,783,278	1,647,510	29,698,817

(9) A non-binding advisory vote to approve the reports of the auditors and the directors and the U.K. statutory accounts for the year ended December 31, 2015:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
191,627,800	2,450,581	3,501,624	N/A

(10) To approve the disapplication of pre-emption rights:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
154,468,005	11,828,789	1,584,394	29,698,817

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fourth Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 24, 2016.

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: May 25, 2016

/s/ Michael T. McGuinty
Michael T. McGuinty
Senior Vice President - General Counsel and
Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fourth Amendment to the Ensco plc 2012 Long-Term Incentive Plan, effective March 24, 2016.

**FOURTH AMENDMENT
TO THE
ENSCO PLC
2012 LONG-TERM INCENTIVE PLAN**

THIS AMENDMENT is effective the 24 day of March 2016, by EnSCO plc, having its principal office in London, England (hereinafter referred to as the "Company").

WITNESSETH:

WHEREAS, the Company adopted the EnSCO plc 2012 Long-Term Incentive Plan (the "Plan") effective 1 January 2012;

WHEREAS, the Board of Directors of the Company, upon recommendation of the Executive Compensation Subcommittee of its Compensation Committee, has authorized and approved this Fourth Amendment to the Plan during a meeting held on 24 March 2016; and

WHEREAS, the Company now desires to adopt this Fourth Amendment to the Plan for the purpose of amending Section 5(a) of the Plan to increase the aggregate number of shares available for issuance under the Plan, such amendment to be subject to approval by the Company's shareholders at the Annual General Meeting of Shareholders on 23 May 2016;

NOW, THEREFORE, in consideration of the premises and covenants herein contained, the Company hereby adopts the following Fourth Amendment to the Plan:

1. Section 5(a) of the Plan is hereby amended and restated in its entirety to read as set forth below, subject to approval by the Company's shareholders at the Annual General Meeting of Shareholders on 23 May 2016.

(a) **Basic Limitation**. Subject to adjustment pursuant to Section 11, the aggregate number of Shares that are available for issuance under this Plan shall not exceed 27.5 million (27,500,000) Shares (the "Plan Maximum"), reduced by the total number of Shares subject to any awards granted under the 2005 LTIP during the period commencing on 1 January 2012 and ending on the date of the 2012 Annual Meeting (the "Pre-Effective Period"). Any Shares that are subject to Awards of Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as one (1) Share for every one (1) Share granted. Any Shares that are subject to Awards other than Options, whether granted under this Plan or the 2005 LTIP during the Pre-Effective Period, shall be counted against the Plan Maximum as two (2) Shares for every one (1) Share granted. The Committee shall not issue more Shares than are available for issuance under this Plan. The number of Shares that are subject to unexercised Options at any time under this Plan shall not exceed the number of Shares that remain available for issuance under this Plan. The Company, during the term of this Plan, shall at all times reserve and keep available sufficient Shares to satisfy the requirements of this Plan. Shares shall be deemed to have been issued under this Plan only to the extent actually issued and delivered pursuant to an Award; provided, however, in no event shall any Shares that have been subject to Options, Restricted Share Awards or Restricted Share Unit Awards be returned to the number of Shares available under the Plan Maximum for distribution in connection with future Awards by reason of such Shares (i) being withheld, if permitted under Section 3(b)(xii) and Section 6(f)(ii), from the total number of Shares to be issued upon the exercise of Options as payment of the Exercise Price of such Options, or (ii) being withheld or surrendered, if permitted under Section 3(b)(xiii) and Section 10(c), from the total number of Shares to be issued upon the exercise of Options, the vesting of any Restricted Share Awards, the settlement of any Restricted Share Unit Awards or the settlement of any Performance Unit Awards to meet the withholding obligations related to such exercises, vesting and settlement. Nothing in this Section 5(a) shall impair the right of the Company to reduce the number of outstanding Shares pursuant to repurchases, redemptions, or otherwise; provided, however, that no reduction in the number of outstanding Shares shall (i) impair the validity of any outstanding Award, whether or not that Award is fully vested, exercisable, or earned and payable or (ii) impair the status of any Shares previously issued pursuant to an Award as duly authorized, validly issued, fully paid, and nonassessable. The Shares to be delivered under this Plan shall be made available from (a) newly allotted and issued Shares, including any Shares held in reserve by any Subsidiary or (b) Shares that are held in an employee benefit trust, in each situation as the Committee may determine from time to time in its sole discretion.

IN WITNESS WHEREOF, the Company, acting by and through its duly authorized officers, has caused this Fourth Amendment to be executed effective as first above written.

Enscopl

/s/ Michael T. McGuinty

By: Michael T. McGuinty

Its: Senior Vice President, General Counsel and Secretary