

PILENKO THIERRY

Form 4

April 11, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PILENKO THIERRY

(Last) (First) (Middle)

**C/O ENSCO ROWAN PLC, 6
CHESTERFIELD GARDENS, 3RD
FLOOR**

(Street)

LONDON, X0 W1J5BQ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EnSCO Rowan plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)

04/11/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
Class A Ordinary Shares	04/11/2019		A	687 ⁽¹⁾	A \$ 0 687	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F Der Sec (In
				Code	V	(A)	(D)	
Restricted Share Units	(2)	04/11/2019		A		19,381	(2) (2)	Class A Ordinary Shares 19,381

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PILENKO THIERRY C/O ENSCO ROWAN PLC 6 CHESTERFIELD GARDENS, 3RD FLOOR LONDON, X0 W1J5BQ	X			

Signatures

/s/ Davor S. Vukadin, by Power of Attorney
 04/11/2019
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the Transaction Agreement, dated as of October 7, 2019, between Ensco plc ("Ensco") and Rowan Companies plc ("Rowan"), Ensco acquired the entire issued and to be issued share capital of Rowan on April 11, 2019 (the "Transaction"). At the effective time of the Transaction, each Class A ordinary share of Rowan issued and outstanding immediately prior to such time was converted into the
- (1) right to receive 2,750 shares of Ensco's Class A ordinary shares. Immediately following the effective time of the Transaction, Ensco effected a consolidation whereby every four existing Class A ordinary shares of Ensco were consolidated into one Class A ordinary share of Ensco, and Ensco changed its name to "Ensco Rowan plc." On the trading day immediately prior to the effective time of the Transaction, the closing price of Ensco was \$3.97 per share, and the closing price of Rowan was \$10.93 per share.
- Represents Ensco restricted share units received by the reporting person at the effective time of the Transaction in exchange for his
- (2) restricted share units to acquire 28,191 Class A ordinary shares of Rowan. Each restricted share unit represents a contingent right to receive cash, one Class A Ordinary Share of Ensco, or a combination thereof, at the discretion of the compensation committee of the Board of Directors of Ensco.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.