

SZEWS CHARLES L

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SZEWS CHARLES L

(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

Ensko 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Ordinary Shares	04/11/2019		A		16,952 (1)	A \$ 0	16,952 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. Pri Deriv Secur (Instr
Restricted Share Units	(2)	04/11/2019		A	7,574	(2) (2)	Class A Ordinary Shares	7,574

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZEWS CHARLES L 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.

(2) Represents Ensco restricted share units received by the reporting person at the effective time of the Transaction in exchange for his restricted share units to acquire 11,018 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.

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