

Burke Thomas Peter
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 *
Burke Thomas Peter

(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) below)

CEO and President

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 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)
Class A Ordinary Shares	04/11/2019		A	222,576 (1)	A \$ 0 222,576 (1)	D	
Class A Ordinary Shares	04/11/2019		A	575,745 (2)	A \$ 0 798,321	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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

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 Underlying Security (Instr. 3 and 4)
Share Appreciation Right	\$ 61.4	04/11/2019		A	18,385	04/11/2019 02/25/2021	Class A Ordinary Shares
Share Appreciation Right	\$ 51.6	04/11/2019		A	21,594	04/11/2019 03/07/2022	Class A Ordinary Shares
Share Appreciation Right	\$ 49.97	04/11/2019		A	32,078	04/11/2019 03/06/2023	Class A Ordinary Shares
Share Option (right to buy)	\$ 25.58	04/11/2019		A	244,025	02/22/2021 ⁽⁷⁾ 02/22/2024	Class A Ordinary Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Thomas Peter C/O ENSCO ROWAN PLC 6 CHESTERFIELD GARDENS, 3RD FLOOR LONDON, X0 W1J5BQ	X		CEO and President	

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).

- (1) 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

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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 837,448 Class A ordinary shares of Rowan, which may be settled only in ordinary shares upon vesting.
- (3) Represents Ensco share appreciation right received by the reporting person at the effective time of the Transaction in exchange for his share appreciation right to acquire 26,742 Class A ordinary shares of Rowan.
- (4) Represents Ensco share appreciation right received by the reporting person at the effective time of the Transaction in exchange for his share appreciation right to acquire 31,410 Class A ordinary shares of Rowan.
- (5) Represents Ensco share appreciation right received by the reporting person at the effective time of the Transaction in exchange for his share appreciation right to acquire 46,659 Class A ordinary shares of Rowan.
- (6) Represents Ensco share option received by the reporting person at the effective time of the Transaction in exchange for his share option to acquire 354,946 Class A ordinary shares of Rowan.
- (7) The option cliff vests on the fourth anniversary of the original grant date, which was February 22, 2017.

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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