

Ensco plc
Form F-6 POS
May 15, 2012

As filed with the Securities and Exchange Commission on May 15, 2012

Registration No. 333 - 179019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

Ensco plc
(Exact name of issuer of deposited securities as specified in its charter)

[N/A]
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depository as specified in its charter)

399 Park Avenue
New York, New York 10043
(877) 248 - 4237
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Brady K. Long
Vice President — General Counsel and Secretary
5847 San Felipe, Suite 3300
Houston, Texas 77057
(713) 789-1400
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Roger W. Bivans, Esq.
Baker & McKenzie LLP
2001 Ross Ave., Suite 2300
Dallas, Texas 75201
(214) 978-3000

Herman H. Raspé, Esq.
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1133 Avenue of the Americas
New York, New York 10036

It is proposed that this filing become effective under Rule o immediately upon filing.
466:

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o on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box : o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares (“ADS”), each ADS representing the right to receive one (1) Class A Ordinary Share of Ensco plc	N/A	N/A	N/A	N/A

The Registrant hereby amends this Post-Effective Amendment No. 1 to Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Post-Effective Amendment No. 1 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Post-Effective Amendment No. 1 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

This Post-Effective Amendment No. 1 to Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory Article.
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	Face of Receipt - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (16) and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph (14).
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (13); Reverse of Receipt - Paragraph (16).
(v) The sale or exercise of rights	Reverse of Receipt – Paragraphs (14) and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (14) and (18).
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	Face of Receipt - Paragraph (13).
(ix)	

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Restrictions upon the right to deposit or withdraw the underlying securities

Face of Receipt – Paragraphs (2), (3), (4), (6), (7), (9) and (10).

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Item Number and Caption	Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus
<p>(x) Limitation upon the liability of the Depository</p>	<p>Face of Receipt - Paragraph (7); Reverse of Receipt - Paragraphs (19) and (20).</p>
<p>3. Fees and charges which may be imposed directly or indirectly on holders of ADSs</p>	<p>Face of Receipt - Paragraph (10).</p>
<p>Item 2. AVAILABLE INFORMATION</p>	<p>Face of Receipt - Paragraph (13).</p>

Ensco plc is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt as Exhibit (a)(i) to this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(i) Form of American Depositary Receipt (“ADR”). ___ Filed herewith as Exhibit (a)(i).
- (a)(ii) Letter Agreement, dated as of May 14, 2012, by and among Ensco plc (previously known as “ENSCO International Limited” and “Ensco International plc” and hereinafter, the “Company”), Citibank, N.A., as depositary (the “Depositary”), and Computershare Trust Company, N.A., as exchange agent for the termination of the Company’s ADR program ___ Filed herewith as Exhibit (a)(ii).
- (a)(iii) Deposit Agreement, dated as of September 29, 2009, by and among the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Shares. ___ Previously filed and incorporated by reference to Registration Statement on Form F-6 (Reg. No. 333-179019).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. ___ None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. ___ None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. ___ None.
- (e) Certificate under Rule 466. ___ None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. ___ Previously filed and incorporated by reference to Registration Statement on Form F-6 (Reg. No. 333-179019).

Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, dated as of September 29, 2009, by and among Ensco plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, as proposed to be amended and supplemented by Letter Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 14th day of May, 2012.

Legal entity created by the Deposit Agreement, dated September 29, 2009, under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one (1) Class A Ordinary Share of Ensco plc.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Mark Gherzo
Name: Mark Gherzo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Ensco plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Houston, Texas, on May 15, 2012.

Ensco plc

By: /s/ Brady K. Long
Name: Brady K. Long
Title: Vice President -- General Counsel
and Secretary

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 15, 2012.

Signature	Title
/s/ Daniel W. Rabun* Name: Daniel W. Rabun	Chairman, President and Chief Executive Officer
/s/ James W. Swent, III* Name: James W. Swent, III	Senior Vice President and Chief Financial Officer
/s/ Douglas J. Manko* Name: Douglas J. Manko	Controller
Name: David A. B. Brown	Director
/s/ J. Roderick Clark* Name: J. Roderick Clark	Director
/s/ C. Christopher Gaut* Name: C. Christopher Gaut	Director
/s/ Gerald W. Haddock* Name: Gerald W. Haddock	Director
/s/ Francis S. Kalman* Name: Francis S. Kalman	Director

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Signature

Title

Name: Thomas L. Kelly II

Director

/s/ Keith O. Rattie*

Director

Name: Keith O. Rattie

/s/ Rita M. Rodriguez*

Director

Name: Rita M. Rodriguez

Director

Name: Paul E. Rowsey, III

*By: /s/ Brady K. Long

Brady K. Long

Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Ensco plc has executed this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 on May 15, 2012.

/s/ Brady K. Long

Name: Brady K. Long

Title: Vice President -- General Counsel
and Secretary

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Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
(a)(i)	Form of American Depositary Receipt	
(a)(ii)	Letter Agreement	

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