

PRIDE INTERNATIONAL INC  
Form 425  
February 07, 2011

Filed by Ensc o plc  
Pursuant to Rule 425 of the Securities Act of 1933, as amended, and  
deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934, as amended  
Subject Company: Pride International, Inc.  
Commission File No: 001-13289

**TO:** All Ensc o Employees

**FROM:** Dan Rabun

**DATE:** 7 February 2011

**SUBJECT:** Ensc o To Acquire Pride International

Today, we announced Ensc o s plans to acquire Pride. The acquisition will be the biggest in Ensc o s history and create the world s second largest offshore driller. A press release has been sent to all employees with details of the announcement along with a Frequently Asked Questions (FAQ) document that is available on PayZone.

Ensc o and Pride share the same core values: safety, ethical behavior, operational excellence, employee development and customer satisfaction. This was a critical factor in our decision to combine our two companies.

In our long-term strategic plan, we identified three key areas to accelerate growth and increase shareholder value:

- expand our fleet to include drillships,

- enter Brazil and West Africa, two of the fastest-growing markets, to develop new deepwater and jackup opportunities, and

- reinvest even more in our jackup fleet.

We believe we could accomplish the first two objectives without an acquisition. However, based on our experience investing in deepwater, this would take many years, while the acquisition of Pride would give us instant drillship expertise and a significant presence in Brazil and West Africa.

As we continue to grow as a combined company, our employees will have more career opportunities to support an even larger organization with more advanced drilling technologies and new geographies. Customers will benefit from our talented and experienced workforce, a wider range of drilling solutions, a larger fleet that spans six continents and a strong balance sheet that will allow us to continue to re-invest in our business.

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Assuming regulatory approvals are secured and a majority of EnscO and Pride shareholders vote in favor of the proposed acquisition at their respective special meetings, we anticipate the acquisition will close in the second quarter of 2011. The combined company will continue to be named EnscO plc and our global headquarters will be located in London.

Additional information regarding the acquisition and our transition plans will be communicated in regular updates.

Thank you in advance for your support and cooperation.

Regards,

Dan Rabun

Chairman, President and CEO

***Forward-Looking Statements***

*Statements included in this document regarding the consummation of the proposed transaction, benefits, expected synergies and other expense savings and operational and administrative efficiencies, opportunities, timing, expense and effects of the transaction, contemplated financing of the transaction, financial performance, accretion to earnings, revenue growth, future dividend levels, credit ratings or other attributes of the combined companies and other statements that are not historical facts, are forward-looking statements. Forward-looking statements include words or phrases such as anticipate, believe, contemplate, estimate, expect, intend, plan, project, could, should, will and words and phrases of similar import. These statements involve risks and uncertainties including, but not limited to, actions by regulatory authorities, rating agencies or other third parties, actions by the respective companies' security holders, costs and difficulties related to integration of acquired businesses, delays, costs and difficulties related to the transaction, market conditions, and the combined companies' financial results and performance, consummation of financing, satisfaction of closing conditions, ability to repay debt and timing thereof, availability and terms of any financing and other factors detailed in risk factors and elsewhere in each company's Annual Report on Form 10-K for the year ended December 31, 2009, and their respective other filings with the Securities and Exchange Commission (the SEC), which are available on the SEC's website at www.sec.gov. Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. All information in this document is as of today. Except as required by law, both companies disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.*

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**Important Additional Information Regarding The Transaction Will Be Filed With The SEC**

In connection with the proposed transaction, Ensco will file a registration statement including a joint proxy statement/prospectus of Ensco and Pride with the SEC. INVESTORS AND SECURITY HOLDERS OF ENSCO AND PRIDE ARE ADVISED TO CAREFULLY READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS TO IT) WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. A definitive joint proxy statement/prospectus will be sent to security holders of Ensco and Pride seeking their approval of the proposed transaction. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other relevant documents filed by Ensco and Pride with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Security holders and other interested parties will also be able to obtain, without charge, a copy of the joint proxy statement/prospectus and other relevant documents (when available) by directing a request by mail or telephone to either Investor Relations, Ensco plc, 500 N. Akard, Suite 4300, Dallas, Texas 75201, telephone 214-397-3015, or Investor Relations, Pride International, Inc., 5847 San Felipe, Suite 3300, Houston, Texas 77057, telephone 713-789-1400. Copies of the documents filed by Ensco with the SEC will be available free of charge on Ensco's website at [www.enscoplc.com](http://www.enscoplc.com) under the tab Investors. Copies of the documents filed by Pride with the SEC will be available free of charge on Pride's website at [www.prideinternational.com](http://www.prideinternational.com) under the tab Investor Relations. Security holders may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 or visit the SEC's website for further information on its public reference room. Ensco and Pride and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective security holders with respect to the transaction. Information about these persons is set forth in Ensco's proxy statement relating to its 2010 General Meeting of Shareholders and Pride's proxy statement relating to its 2010 Annual Meeting of Stockholders, as filed with the SEC on 5 April 2010 and 1 April 2010, respectively, and subsequent statements of changes in beneficial ownership on file with the SEC. Security holders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies' security holders generally, by reading the joint proxy statement/prospectus and other relevant documents regarding the transaction, which will be filed with the SEC.