

PRIDE INTERNATIONAL INC
Form 425
April 08, 2011

Filed by Ensco 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 Ensco and Pride International Employees

FROM: The Integration Leadership Team

DATE: April 7, 2011

SUBJECT: Functional Integration Leaders Meeting Held

The Functional Integration Leaders (FILs) met in Houston yesterday to begin formal planning for the integration of Ensco and Pride. The leaders of these teams, previously announced and shown below, drafted charters that will guide them through the next several months. The main elements of the charters include defining key objectives, interdependencies, major decisions, required information and milestone dates.

Importantly, as reported last week, U.S. regulators have completed their review of our proposed merger in terms of antitrust matters. Therefore, employees of Ensco and Pride may now share information to facilitate the integration of our two companies. Sensitive data (wages/salaries, business strategies, etc.) should only be disclosed on a need-to-know basis and remains subject to a confidentiality agreement. Information regarding joint bids should be evaluated in advance by the legal department of each company.

The teams will report their accomplishments to the ILT on a regular basis. As the teams meet and work towards achieving key objectives, we will advise you of major tasks completed and next steps.

We know that this is both an exciting and uncertain time for employees. We appreciate your support and hard work as we move toward the closing date and the full integration of our companies to become the second largest offshore driller in the world with one of the youngest and most capable fleets.

Integration Team Leaders

Michael Howe Team Leader

Lonnie Bane

John Knowlton

Chris Weber

Mike Wiley

**Ensco and Pride International
Functional Integration Leaders**

Functional Team

Accounting
Corporate Compliance
Engineering, Capital Projects & Asset
Mgmt
HR
SHE
Internal Audit
IR / Communications
IT
Legal
Marketing
Operations
PeopleSoft / ERP
Risk Management
Supply Chain
Tax
Technical Training
Treasury

Ensco

Doug Manko
Tina Crouch
John Knowlton

Mike Wiley
John Karish
Tina Crouch
Sean O Neill
Rex Fox
Cary Moomjian
David Hensel
Mark Burns, Carey Lowe
Christina Shuffield
Phil Islip
Tom Schexnayder
Dave Armour
Matthew Legg
Michael Howe

Pride International

Len Travis
Brian Moffatt
Mark Diehl, Gilles Bocabarteille

Lonnie Bane
David Frost
Ron Stefani
Jeff Chastain
Jenny McFarland Rub
Brady Long
Kevin Robert
Ron Toufeeq
Matias Fefer
Mike O Reilly
Ann Ackerson
Bryan Jarrard
David Demski
Steve Oldham

Forward-Looking Statements

Statements regarding the consummation of the proposed transaction, as well as any other statements that are not historical facts in this press release are forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. These forward-looking statements are subject to certain risks, uncertainties and assumptions including, but not limited to, actions by regulatory authorities, actions by the respective companies security holders, satisfaction of closing conditions and other factors disclosed from time to time in filings with the Securities and Exchange Commission (the SEC). As a result of these factors, actual results may differ materially from those indicated or implied by such forward-looking statements. 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.

Additional Information

In connection with the proposed merger, Ensco has filed a registration statement including a preliminary 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 PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS TO IT) BECAUSE IT CONTAINS 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 definitive 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. Security holders and other interested parties may also obtain, without charge, a copy of the definitive joint proxy statement/prospectus (when available) and other relevant documents 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 are available free of charge on Ensco's website at www.enscoplc.com under the tab Investors. Copies of the documents filed by Pride with the SEC are available free of charge on Pride's website at 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 registration statement, definitive joint proxy statement/prospectus (when available) and other relevant documents regarding the transaction filed by Ensco and Pride with the SEC.