

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Pride International, Inc.			2 Issuer's employer identification number (EIN) 76-0069030		
3 Name of contact for additional information Evan Perroni		4 Telephone No. of contact 713-430-4344		5 Email address of contact eperroni@enscopl.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 5847 San Felipe, Suite 3300			7 City, town, or post office, state, and Zip code of contact Houston, Texas 77057		
8 Date of action 5/31/2011		9 Classification and description Common stock exchanged for American depository shares			
10 CUSIP number 74153Q102	11 Serial number(s) Various	12 Ticker symbol PDE	13 Account number(s) Various		

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶
See Attachment

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶
See Attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶
See Attachment

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC Section 1001

18 Can any resulting loss be recognized? ▶ Losses may be recognized by individual shareholders

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
The reportable tax year is the year ended 5/31/2011

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ Rita Flores Date ▶ 2/6/2012
Print your name ▶ Rita Flores Title ▶ S. Manager - Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Pride International, Inc.
FEIN: 76-0069030
Form 8937

Part II Organizational Action

Statement for Form 8937 Part II, Line 14: Description of the Transaction

At 9:19 a.m., Eastern Standard Time, on May 31, 2011, ENSCO Ventures LLC, a Delaware limited liability company ("Mergeco"), merged with and into Pride International Inc., a Delaware corporation ("Pride"). Mergeco was an indirect, wholly-owned subsidiary of Ensco plc, a public limited company organized under the laws of England and Wales ("Ensco"). Pride survived the merger as an indirect, wholly-owned subsidiary of Ensco. Each share of Pride common stock was automatically cancelled and converted into the right to receive (i) 0.4778 of an American depositary shares ("ADS") representing one Class A Ordinary Share of Ensco, and (ii) \$15.60 in cash. The limited liability company interests in Mergeco were, in the aggregate, converted into and became one thousand validly issued, fully paid and nonassessable shares of common stock of Pride, as the surviving corporation in the merger. Upon completion of the merger, Ensco indirectly owns all of the issued and outstanding shares of Pride. Accordingly, Ensco acquired control of Pride for purposes of IRS Form 8806, Information Return for Acquisition of Control of Substantial Change in Capital Structure

Statement for Form 8937, Part II, Line 15: Quantitative Effect of Organizational Action

Each share of Pride common stock issued and outstanding was converted to the right to receive (i) 0.4778 of an ADS representing one Class A Ordinary Share of Ensco, and (ii) \$15.60 in cash. The fair market value of each ADS received by a Pride shareholder pursuant to the merger is \$53.32, determined by the closing price of ENSCO ADS on May 31, 2011.

Statement for Form 8937, Part II, Line 16 : Description of Stock Received

Each shareholder of Pride received 0.4778 of an ADSs representing one Class A Ordinary Share of Ensco in exchange for each share of Pride common stock.