

ROWAN COMPANIES PLC
Form DEFA14A
March 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Rowan Companies plc

(Name of Registrant as Specified In Its Charter)

Edgar Filing: ROWAN COMPANIES PLC - Form DEFA14A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

Edgar Filing: ROWAN COMPANIES PLC - Form DEFA14A

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the

Annual General Meeting of Shareholders to Be Held on April 26, 2013.

**VOTE DEADLINE 11:59 p.m. (New York Time) on April 24, 2013 (or 11:59 p.m. (New York time) on
April 18, 2013 for employees holding shares in our benefit plan)**

ROWAN COMPANIES PLC

ROWAN COMPANIES PLC

MITRE HOUSE

160 ALDERSGATE STREET

LONDON EC1A 4DD

Meeting Information

Meeting Type: Annual General Meeting
For holders as of: March 4, 2013
Date: April 26, 2013 **Time:** 8:00 a.m., London Time/3:00 a.m.,

New York Time

Location: Four Seasons Hotel - Halcyon Room
Hamilton Place

Park Lane

Edgar Filing: ROWAN COMPANIES PLC - Form DEFA14A

London W1J 7DR

United Kingdom

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice and Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 14, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Edgar Filing: ROWAN COMPANIES PLC - Form DEFA14A

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the resolutions in proposals 1 through 8 and FOR the non-binding advisory vote in proposal 9:

1. An ordinary resolution to elect William T. Fox III as a Class I Director for a term to expire at the annual general meeting of shareholders to be held in 2014.
2. An ordinary resolution to elect Sir Graham Hearne as a Class I Director for a term to expire at the annual general meeting of shareholders to be held in 2014.
3. An ordinary resolution to elect H.E. Lentz as a Class I Director for a term to expire at the annual general meeting of shareholders to be held in 2014.
4. An ordinary resolution to ratify the Audit Committee's appointment of Deloitte & Touche LLP as our U.S. independent registered public accounting firm for 2013.
5. An ordinary resolution to reappoint Deloitte LLP as our U.K. statutory auditors under the U.K. Companies Act 2006 (to hold office until the conclusion of the next annual general meeting at which accounts are laid before Rowan Companies plc).
6. An ordinary resolution to authorize the Audit Committee to determine our U.K. statutory auditors' remuneration.
7. An ordinary resolution to approve our 2013 Rowan Companies plc Incentive Plan.
8. An ordinary resolution of a non-binding advisory nature to approve Rowan Companies plc's U.K. statutory Directors' Remuneration Report for the year ended December 31, 2012.
9. A non-binding advisory vote to approve Rowan Companies plc's executive compensation as reported in this proxy statement.

