**Enstar Group LTD** Form 4 January 05, 2017

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Carey James D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Enstar Group LTD [ESGR]

(Check all applicable)

C/O STONE POINT CAPITAL

(Street)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/03/2017

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

LLC, 20 HORSENECK LANE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) Form filed by One Reporting Person X\_ Form filed by More than One Reporting

GREENWICH, CT 06830-6327

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

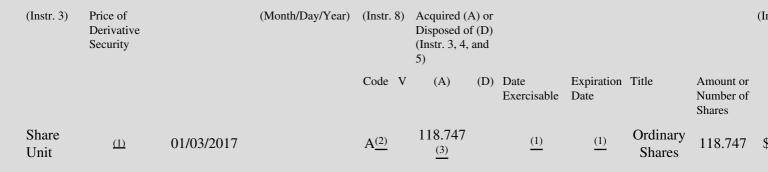
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

D

Se

#### Edgar Filing: Enstar Group LTD - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Carey James D C/O STONE POINT CAPITAL LLC 20 HORSENECK LANE GREENWICH, CT 06830-6327	X				
STONE POINT CAPITAL LLC 20 HORSENECK LANE GREENWICH, CT 06830-6327	X				
Signatures					
/s/ Audrey B. Taranto by power of attorney		01/05/2017	7		
**Signature of Reporting Person		Date			

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each Share Unit is granted pursuant to the Enstar Group Limited Deferred Compensation and Ordinary Share Plan for Non-Employee

  Directors (the "Plan"). Pursuant to the Plan, each Share Unit is the economic equivalent of one ordinary share. The Share Units become payable in ordinary shares (with any fractional shares paid in cash) upon Mr. Carey's termination of service as a member of the Board of Directors of Enstar Group Limited.
  - These Share Units granted to Mr. Carey are held by him solely for the benefit of Stone Point Capital LLC ("Stone Point"), of which Mr.
- (2) Carey is a senior principal. Mr. Carey disclaims beneficial ownership of these Share Units, except to the extent of his pecuniary interest therein, if any. Stone Point may be deemed an indirect beneficial owner of these Share Units.
- (3) Share Units granted as a result of Mr. Carey's election, pursuant to the Plan, to defer quarterly cash director fees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2