

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Rajpal Sumit</u>  (Last) (First) (Middle) <u>C/O GOLDMAN, SACHS &amp; CO.</u> <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Enstar Group LTD [ ESGR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/28/2011</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				
Ordinary Shares							531,345	I	See footnotes <sup>(1)(2)</sup>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(3)	06/28/2011		C			749,869	(3)	(3)	Series C Non-Voting Common Stock or Ordinary Shares	749,869	(3)	0	I	See footnotes <sup>(1)(3)</sup>
Series C Non-Voting Common Stock	(4)	06/28/2011		C			749,869	(5)	(5)	Series D Non-Voting Common Stock or Ordinary Shares	749,869	(5)	749,869	I	See footnotes <sup>(1)(4)(5)</sup>
Warrants	(7)							04/20/2011 <sup>(6)</sup>	04/20/2021	Series A-1 Preferred or Series C Non-Voting Common Stock	340,820		340,820	I	See footnotes <sup>(1)(7)</sup>

**Explanation of Responses:**

- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 531,345 ordinary shares, par value \$1.00 per share ("Ordinary Shares"), of Enstar Group Limited (the "Company") through certain investment partnerships (the "Investment Partnerships"). Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner, managing member, member or investment manager of the Investment Partnerships. Goldman Sachs had open short positions of 57,827 Ordinary Shares as of June 28, 2011.
- Shares of Series A-1 Convertible Participating Non-Voting Perpetual Preferred Stock ("Series A-1 Preferred Stock") convert into Ordinary Shares upon (i) a widespread public distribution, (ii) a transfer in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Company or (iii) a transfer to a transferee that would control more than 50% of the voting securities of the Company without any transfer from the holder. In addition, the outstanding shares of Series A-1 Preferred Stock were automatically converted into shares of Series C Non-Voting Common Stock upon the adoption of certain amendments to the Company's bye-laws by its shareholders at a shareholder meeting held on June 28, 2011. The Series A-1 Preferred Stock do not have an expiration date. Goldman Sachs and GS Group may be deemed to have beneficially owned indirectly the Series A-1 Preferred Stock through the Investment Partnerships.
- The 749,869 shares of Series A-1 Preferred Stock were automatically converted into 749,869 shares of Series C Non-Voting Common Stock, par value \$1.00 per share (the "Series C Common Stock"), upon the adoption of certain amendments to the Company's bye-laws by its shareholders at a shareholder meeting held on June 28, 2011. Goldman Sachs and GS Group may be deemed to beneficially own indirectly the Series C Common Stock through the Investment Partnerships. The Series C Common Stock have the same economic rights as the Ordinary Shares but have no voting rights, except on certain limited matters.

5. Shares of Series C Common Stock are convertible at the election of the holder into Series D Non-Voting Common Stock. Additionally, shares of Series C Common Stock convert into Ordinary Shares only upon (i) a widespread public distribution, (ii) a transfer in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Company or (iii) a transfer to a transferee that would control more than 50% of the voting securities of the Company without any transfer from the holder. The Series C Common Stock do not have an expiration date.

6. Subject to certain regulatory approvals.

7. The Warrants are exercisable for shares of Series A-1 Preferred Stock or, after the adoption of certain amendments to the Company's by-laws, shares of Series C Common Stock. The exercise price per share of Series A-1 Preferred Stock or Series C Common Stock, as applicable, is \$115.00, subject to certain adjustments. Goldman Sachs and GS Group may be deemed to beneficially own indirectly the Warrants through the Investment Partnerships.

/s/ Yvette Kosic, Attorney-in-  
fact 08/19/2011

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**