FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 2	0549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL								
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

		Reporting Person*				r Name and I <mark>r Group</mark>				ymbol			lationship of ck all applica Director	able)	Perso	on(s) to Issue	
(Last) 565 FIFT	(F TH AVENU	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021								Officer (below)	give title		Other (s below)	pecify
(Street) NEW Y(Y State)	10017 (Zip)		4. If Am	endment, Da	ate of	Original F	Filed	(Month/Day	/Year)	6. Inc Line)	-	ed by One	Repor	Check Appl ting Person One Reporti	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Dat			2. Transac Date (Month/Da	Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4)				5. Amount Securities Beneficial Owned Fo Reported	Form (D) or		Direct I Indirect E tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount	(A) or (D)	Price	Transactio	ction(s)				
	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)	Derivative Conversion Date Execution Date, To Courity or Exercise (Month/Day/Year) if any		Code	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 Am of Securities Underlying Derivative Sec (Instr. 3 and 4)			ies g Security	8. Price of Derivative Security (Instr. 5)		e s ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(s)		
Share Unit	(1)	04/01/2021		A		225.015 ⁽²⁾		(1)		(1)	Ordinary Shares	225.015	\$246.65	21,048.1	33 ⁽³⁾	D	
Restricted Share Unit	(4)	04/01/2021		A		709.507 ⁽⁵⁾		(4)		(4)	Ordinary Shares	709.507	\$0	709.50	07	D	

- 1. 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 the Reporting Person's termination of service as a member of the Board of Directors of Enstar Group Limited.
- 2. Share Units granted as a result of the Reporting Person's election, pursuant to the Plan, to defer quarterly cash director fees.
- 3. Includes 1,147.391 Share Units that vested on April 1, 2021.
- 4. Each Restricted Share Unit is granted pursuant to the Plan and is the economic equivalent of one ordinary share. The Restricted Share Units vest on April 1, 2022. Vested units become payable in ordinary shares (with any fractional shares paid in cash) upon the Reporting Person's termination of service as a member of the Board of Directors of Enstar Group Limited.
- 5. Restricted Share Units granted as a result of the Reporting Person's election, pursuant to the Plan, to defer the annual director retainer that would otherwise have been paid in restricted ordinary shares.

Remarks:

/s/ Audrey B. Taranto by power o<u>f attorney</u>

04/05/2021

** 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.