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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 10, 2014

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**Enstar Group Limited**

(Exact name of registrant as specified in its charter)

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**Bermuda**

(State or other jurisdiction  
of incorporation)

**001-33289**

(Commission  
File Number)

**N/A**

(IRS Employer  
Identification No.)

**P.O. Box HM 2267, Windsor Place, 3rd Floor  
22 Queen Street, Hamilton HM JX Bermuda**

(Address of principal executive offices)

**N/A**

(Zip Code)

Registrant's telephone number, including area code: (441) 292-3645

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On June 10, 2014, the Company held its 2014 Annual General Meeting (the "Annual Meeting").

(b) At the Annual Meeting, the shareholders voted on the following five proposals and cast their votes as described below.

1. Proposal No. 1: Election of Class II Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2017.

Director	For	Against	Abstain	Broker Non-Votes
James D. Carey	11,697,059	1,212,200	3,935	1,489,864

2. Proposal No. 2: Amendment of the Company's Bye-laws to Create an Additional Series of Non-Voting Common Shares. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
12,695,019	194,803	23,372	1,489,864

3. Proposal No. 3: Advisory vote to approve executive compensation. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
11,455,617	1,441,412	16,165	1,489,864

4. Proposal No. 4: Ratification of the selection of KPMG Audit Limited to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 and authorization of the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
14,347,283	48,152	7,623	0

5. Proposal No. 5: Election of subsidiary directors identified in Proposal No. 5 of the Company's Proxy Statement. All of the individual subsidiary director nominees listed below received the same total number of votes; these vote totals are provided in the table that follows. The Company's Board of Directors will cause its corporate representative or proxy to vote the shares it holds in its subsidiaries in the same proportion as the votes received at this Annual Meeting.

For	Against	Abstain	Broker Non-Votes
12,872,363	16,455	24,376	1,489,864

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**Subsidiary Director Nominees:**

**5.1 AG Australia Holdings Limited**

Richard J. Harris  
Nicholas A. Packer  
Steven Given  
Sandra O'Sullivan  
Nicholas Hall

**5.2 Alopuc Ltd.**

Derek Reid  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.3 Arden Reinsurance Limited**

Adrian C. Kimberley  
David Roche  
Paul J. O'Shea  
Richard J. Harris  
Nicholas A. Packer

**5.4 Atrium Underwriting Group Ltd.**

Steven Cook  
Richard Harries  
James Lee  
Gordon Hamilton  
Nicholas A. Packer  
Paul J. O'Shea  
Richard J. Harris  
John Shettle  
Scott Moser

**5.5 Atrium Risk Management Services (Washington) Ltd.**

Richard Harries  
James Lee  
Lee Greenway  
Peter Hargrave

**5.6 Atrium Risk Management Services (British Columbia) Ltd.**

Richard Harries  
James Lee  
Lee Greenway  
Peter Hargrave

**5.7 Atrium Insurance Agency (Asia) PTE**

Steven Cook  
Richard Harries  
James Lee  
Mark Hollingworth  
Peter Hargrave

**5.8 Atrium 5 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.9 Atrium Insurance Agency Ltd.**

Steven Cook  
Richard Harries  
James Lee  
David Wade

**5.10 Atrium Group Services Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.11 Atrium Underwriters Ltd.**

Steven Cook  
Richard Harries  
James Lee  
Gordon Hamilton  
Nicholas A. Packer  
Paul J. O'Shea  
Andrew Elliott  
Scott Moser  
Kirsty Steward  
Andrew Winyard  
Toby Drysdale  
Samit Shah  
James Cox

**5.12 Atrium Underwritings Holdings Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.13 Atrium 1 Ltd.**

Steven Cook  
Richard Harries  
James Lee

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**5.14 Atrium 2 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.15 Atrium 3 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.16 Atrium 4 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.17 Atrium 6 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.18 Atrium 7 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.19 Atrium 8 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.20 Atrium 9 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.21 Atrium 10 Ltd.**

Steven Cook  
Richard Harries  
James Lee

**5.22 Bantry Holdings Ltd.**

Adrian C. Kimberley  
Duncan M. Scott  
David Roche

**5.23 Bayshore Holdings Ltd.**

Richard J. Harris  
Paul J. O'Shea  
Nicholas A. Packer  
Darran Baird  
James Carey

**5.24 B.H. Acquisition Limited**

Richard J. Harris  
Paul J. O'Shea  
David Roche  
Adrian C. Kimberley

**5.25 Blackrock Holdings Ltd.**

Adrian C. Kimberley  
Duncan M. Scott  
David Roche

**5.26 Bosworth Run-off Limited**

Alan Turner  
Ludovic de Belleval  
C. Paul Thomas  
Brian J. Walker  
Theo Wilkes

**5.27 Brampton Insurance Company Limited**

Max Lewis  
C. Paul Thomas  
Alan Turner  
Steve Western  
Theo Wilkes

**5.28 Brittany Insurance Company Ltd.**

Paul J. O'Shea  
Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Duncan M. Scott

**5.29 Capital Assurance Company, Inc.**

Robert Redpath  
Andrea Giannetta  
James Grajewski  
Steven Given  
Thomas Nichols

**5.30 Capital Assurance Services, Inc.**

Andrea Giannetta  
James Grajewski  
Steven Given  
Thomas Nichols

**5.31 Castlewood Limited**

Adrian C. Kimberley  
Duncan M. Scott  
Elizabeth DaSilva

**5.32 Cavell Holdings Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.33 Cavell Insurance Company Limited**

Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.34 Chatsworth Limited**

Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Elizabeth DaSilva  
Orla Gregory

**5.35 Claremont Liability Insurance Company**

Robert Redpath  
Joseph Follis  
Andrea Giannetta  
Steven Given  
Donald Woellner  
James Grajewski  
Thomas Nichols

**5.36 Clarendon America Insurance Company**

Joseph Follis  
Steven Given  
Thomas Nichols  
Robert Redpath  
Michael Sheehan  
Kathleen Barker

**5.37 Clarendon Holdings, Inc.**

Kathleen Barker  
Steven Given  
Thomas Nichols

**5.38 Clarendon National Insurance Company**

Joseph Follis  
Steven Given  
Thomas Nichols  
Robert Redpath  
Michael Sheehan  
Kathleen Barker

**5.39 CLIC Holdings, Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols

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**5.40 Comox Holdings Ltd.**

Ludovic de Belleval  
Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Yoshinori Yokoo

**5.41 Constellation Reinsurance Company**

Robert Redpath  
Thomas J. Balkan  
Joseph Follis  
Andrea Giannetta  
Mark A. Kern  
Raymond Rizzi  
Teresa Reali  
James Grajewski  
Jay Banskota  
Richard C. Ryan  
Thomas Nichols  
Steven Given  
Kathleen Barker

**5.42 The Copenhagen Reinsurance Company (UK)****Limited**

Alan Turner  
C. Paul Thomas  
Steve Western  
Theo Wilkes

**5.43 Courtenay Holdings Ltd.**

Richard J. Harris  
David Roche  
Adrian C. Kimberley

**5.44 Cranmore (UK) Limited**

Phillip Cooper  
David Ellis  
Shaun Holden  
C. Paul Thomas  
Steven Norrington  
Alan Turner  
Mark Wood

**5.45 Cranmore (Australia) Pty Limited**

Sandra O'Sullivan  
Nicholas Hall  
Steven Norrington

**5.46 Cranmore (Asia) Limited**

David Roche  
Adrian C. Kimberley  
Duncan M. Scott  
Elizabeth DaSilva

**5.47 Cranmore Asia (Pte) Limited**

Ian Belcher  
Goh Mei Xuan Michelle  
Steven Norrington  
Sandra O'Sullivan

**5.48 Cranmore (Bermuda) Limited**

Adrian C. Kimberley  
Duncan M. Scott  
David Roche  
Elizabeth DaSilva

**5.49 Cranmore (US) Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols  
Steven Norrington

**5.50 Cumberland Holdings Ltd.**

Adrian C. Kimberley  
Richard J. Harris  
Paul J. O'Shea  
David Roche

**5.51 DLCM No. 1 Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.52 DLCM No. 2 Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.53 DLCM No. 3 Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.54 Eastshore Holdings Ltd.**

Elizabeth DaSilva  
Richard J. Harris  
Adrian C. Kimberley  
Duncan M. Scott  
David Roche

**5.55 Electricity Producers Insurance Company (Bda) Limited**

Paul J. O'Shea  
Adrian C. Kimberley  
David Roche  
Richard J. Harris  
Orla Gregory  
Duncan M. Scott

**5.56 Enstar (EU) Finance Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes  
Shaun Holden

**5.57 Enstar (EU) Holdings Limited**

David Hackett  
C. Paul Thomas  
Alan Turner  
Shaun Holden

**5.58 Enstar (EU) Limited**

David Atkins  
David Grisley  
David Hackett  
Michael Lynagh  
Derek Reid  
C. Paul Thomas  
Alan Turner  
Shaun Holden

**5.59 Enstar Acquisitions Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.60 Enstar Australia Holdings Pty Ltd.**

Gary Potts  
Jann Skinner  
Bruce Bollom  
Richard J. Harris  
Nicholas A. Packer

**5.61 Enstar Australia Limited**

Nicholas A. Packer  
Nicholas Hall  
Sandra O'Sullivan

**5.62 Enstar Brokers Limited**

Richard J. Harris  
Elizabeth DaSilva  
Adrian C. Kimberley  
David Roche  
Paul J. O'Shea

**5.63 Enstar Financial Services Inc.**

Cheryl D. Davis  
Thomas Nichols

**5.64 Enstar Financing Limited**

Elizabeth DaSilva  
Adrian C. Kimberley  
Richard J. Harris  
Duncan M. Scott

**5.65 Enstar Group Operations Inc.**

Cheryl D. Davis  
Thomas Nichols

**5.66 Enstar Holdings (US) Inc.**

Cheryl D. Davis  
Steven Given  
Robert V. Deutsch  
Thomas Nichols

**5.67 Enstar Insurance Management Services Ireland Limited**

Nicholas A. Packer  
Orla Gregory  
Richard J. Harris  
Kieran Hayes

**5.68 Enstar Investment Management Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
Roger Thompson  
Lothar Crofton

**5.69 Enstar Investments Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols

**5.70 Enstar Limited**

Paul J. O'Shea  
Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Elizabeth DaSilva

**5.71 Enstar New York, Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols

**5.72 Enstar (US) Inc.**

Robert Redpath  
Paul Brockman  
Cheryl D. Davis  
Steven Given  
Thomas Nichols

**5.73 Enstar Life (US), Inc.**

Richard J. Harris  
Kieran Hayes  
John Moran  
Garth Nokes

**5.74 Enstar USA Inc.**

Thomas Nichols  
Cheryl D. Davis

**5.75 Fieldmill Insurance Company Limited**

Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.76 Fitzwilliam Insurance Limited**

Paul J. O'Shea  
Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Nicholas A. Packer

**5.77 Flatts Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.78 Gordian Runoff Limited**

Gary Potts  
Jann Skinner  
Bruce Bollom  
Richard J. Harris  
Nicholas A. Packer

**5.79 Goshawk Dedicated Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.80 Goshawk Holdings (Bermuda) Limited**

Adrian C. Kimberley  
Orla Gregory  
David Roche  
Richard J. Harris

**5.81 Goshawk Insurance Holdings Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.82 Harper Holdings SARL**

Nicholas A. Packer  
John Cassin

**5.83 Harper Insurance Limited**

Michael H.P. Handler  
Stefan Wehrenberg  
Dr. Florian von Meiss  
Richard J. Harris  
Andreas K. Iselin  
Nicholas A. Packer

**5.84 Harrington Sound Limited**

Richard J. Harris  
Nicholas A. Packer  
Nicholas Hall  
Sandra O'Sullivan

**5.85 Hillcot Holdings Ltd.**

Paul J. O'Shea  
Adrian C. Kimberley  
Richard J. Harris

**5.86 Hillcot Re Limited**

Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.87 Hillcot Underwriting Management Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.88 Hove Holdings Limited**

Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Elizabeth DaSilva

**5.89 Hudson Reinsurance Company Limited**

Paul J. O'Shea  
Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Duncan M. Scott

**5.90 Inter-Ocean Holdings Ltd.**

Adrian C. Kimberley  
Duncan M. Scott  
Richard J. Harris  
Orla Gregory

**5.91 Inter-Ocean Reinsurance Company Ltd.**

Adrian C. Kimberley  
Duncan M. Scott  
Richard J. Harris  
Paul J. O'Shea  
Orla Gregory

**5.92 Inter-Ocean Reinsurance (Ireland) Ltd.**

Richard J. Harris  
Orla Gregory  
Kevin O'Connor

**5.93 Kenmare Holdings Ltd.**

Richard J. Harris  
Paul J. O'Shea  
Adrian C. Kimberley  
Dominic F. Silvester  
David Roche  
Nicholas A. Packer

**5.94 Kinsale Brokers Limited**

C. Paul Thomas  
Alan Turner  
Shaun Holden  
Kenny McManus

**5.95 Knapton Holdings Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.96 Knapton Insurance Limited**

Jeremy Riley  
C. Paul Thomas  
Alan Turner  
Brian J. Walker  
Theo Wilkes

**5.97 Laguna Life Holdings Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
Paul J. O'Shea  
David Roche

**5.98 Laguna Life Holdings SARL**

Nicholas A. Packer  
John Cassin

**5.99 Laguna Life Limited**

Orla Gregory  
Paul J. O'Shea  
Kieran Hayes  
David Allen  
Alastair Nicoll

**5.100 Longmynd Insurance Company Limited**

Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.101 Marlon Insurance Company Limited**

C. Paul Thomas  
Alan Turner  
Steve Western  
Theo Wilkes

**5.102 Mercantile Indemnity Company Limited**

C. Paul Thomas  
Alan Turner  
Brian J. Walker  
Theo Wilkes

**5.103 Nordic Run-Off Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.104 New Castle Reinsurance Company Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
Paul J. O'Shea  
David Roche

**5.105 Northshore Holdings Limited**

Richard J. Harris  
Paul J. O'Shea  
Nicholas A. Packer  
Darran Baird  
James Carey

**5.106 Oceania Holdings Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
David Roche

**5.107 Overseas Reinsurance Corporation Limited**

Adrian C. Kimberley  
Paul J. O'Shea  
Richard J. Harris  
David Roche

**5.108 Pavonia Holdings (US), Inc.**

Kieran Hayes  
Robert Redpath  
Orla Gregory  
Richard J. Harris  
John Moran

**5.109 Pavonia Life Insurance Company of Delaware**

Kieran Hayes  
Robert Redpath  
Orla Gregory  
Richard J. Harris  
John Moran

**5.110 Pavonia Life Insurance Company of Arizona**

Kieran Hayes  
Robert Redpath  
Orla Gregory  
Richard J. Harris  
John Moran

**5.111 Pavonia Life Insurance Company of Michigan**

Kieran Hayes  
Robert Redpath  
Orla Gregory  
Richard J. Harris  
John Moran  
Francis Ortiz

**5.112 Pavonia Life Insurance Company of New York**

Kieran Hayes  
Robert Redpath  
Orla Gregory  
Richard J. Harris  
John Moran  
William Latza  
Philip Toohey  
Daniel O'Brien

**5.113 Paladin Managed Care Services, Inc.**

Thomas Nichols  
Steven Given  
Steven Norrington

**5.114 PointSure Insurance Services, Inc.**

Thomas Nichols  
Steven Given  
Steven Norrington

**5.115 Paget Holdings GmbH Limited**

David Roche  
Elizabeth DaSilva  
Duncan M. Scott  
Adrian C. Kimberley

**5.116 Providence Washington Insurance Company**

Joseph Follis  
Donald Woellner  
Steven Given  
Thomas Nichols  
Robert Redpath

**5.117 PWAC Holdings Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols

**5.118 PW Acquisition Co.**

Donald Woellner  
Steven Given  
Thomas Nichols

**5.119 Regis Agencies Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.120 Revir Limited**

Richard J. Harris  
Elizabeth DaSilva  
Adrian C. Kimberley  
David Roche

**5.121 River Thames Insurance Company Limited**

Max Lewis  
Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.122 Rombalds Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.123 Rosemont Reinsurance Ltd.**

Paul J. O'Shea  
Orla Gregory  
Richard J. Harris  
Adrian C. Kimberley  
David Roche

**5.124 Royston Holdings Ltd.**

Adrian C. Kimberley  
Richard J. Harris  
David Roche  
Duncan M. Scott

**5.125 Royston Run-off Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.126 Seaton Insurance Company**

Joseph Follis  
Andrea Giannetta  
Steven Given  
Thomas Nichols  
Teresa Reali

**5.127 SGL No. 1 Limited**

Richard J. Harris  
Paul Carruthers  
Gareth Nokes

**5.128 SGL No. 3 Limited**

Richard J. Harris

**5.129 SeaBright Insurance Company**

Steven Given  
Thomas Nichols  
Michael Sheehan  
Robert Redpath  
David Calandro  
John A. Dore  
Nicholas Godellas  
Richard Seelinger  
Ian Millar

**5.130 SeaBright Holdings, Inc.**

Steven Given  
Thomas Nichols  
Robert Redpath

**5.131 Shelbourne Group Limited**

Richard J. Harris  
Philip Martin  
Paul J. O'Shea  
Nicholas A. Packer  
Gareth Nokes

**5.132 Shelbourne Syndicate Services Limited**

Norman Bernard  
Paul Carruthers  
Andrew Elliot  
Ewen Gilmour  
Richard J. Harris  
Philip Martin  
Paul J. O'Shea  
Nicholas A. Packer  
Darren S. Truman  
Gareth Nokes  
Dominic Sharp  
Gary Griffiths

**5.133 Shelly Bay Holdings Limited**

Nicholas A. Packer  
Richard J. Harris  
Sandra O'Sullivan  
Nicholas Hall

**5.134 Simcoe Holdings Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
David Roche  
Elizabeth DaSilva

**5.135 Sun Gulf Holdings, Inc.**

Cheryl D. Davis  
Steven Given  
Thomas Nichols

**5.136 Sundown Holdings Limited**

Adrian C. Kimberley  
David Roche  
Richard J. Harris

**5.137 Unionamerica Acquisition Company Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes



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**5.138 Unionamerica Holdings Limited**

C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.139 Unionamerica Insurance Company Limited**

Jeremy Riley  
C. Paul Thomas  
Alan Turner  
Paul Carruthers  
Theo Wilkes

**5.140 Unione Italiana (UK) Reinsurance Company Limited**

Steve Western  
C. Paul Thomas  
Alan Turner  
Theo Wilkes

**5.141 Virginia Holdings Ltd.**

Richard J. Harris  
Adrian C. Kimberley  
David Rocke

**5.142 Veranda Holdings Ltd.**

Richard J. Harris  
Paul J. O'Shea  
Nicholas A. Packer  
Darran Baird  
James Carey

**5.143 Westshore Holdings Ltd.**

Elizabeth DaSilva  
Richard J. Harris  
Duncan M. Scott  
Adrian C. Kimberley  
David Rocke

**5.144 York Insurance Company**

Joseph Follis  
Donald Woellner  
Steven Given  
Thomas Nichols  
Robert Redpath

**5.145 609 Capital Limited**

Steven Cook  
Richard Harries  
James Lee

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENSTAR GROUP LIMITED

Date: June 13, 2014

By: /s/ Richard J. Harris  
Richard J. Harris  
Chief Financial Officer