

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carey James D</u> (Last) (First) (Middle) <u>C/O STONE POINT CAPITAL LLC</u> <u>20 HORSENECK LANE</u> (Street) <u>GREENWICH CT 06830-6327</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ESGR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
---	--	---

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)	Price			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Share Unit	(1)	04/01/2020		A ⁽²⁾		160.635 ⁽³⁾	(1)	(1)	Ordinary Shares	160.635	\$152.52	5,729.681 ⁽⁴⁾	D ⁽²⁾	
Restricted Share Unit	(5)	04/01/2020		A ⁽²⁾		655.652 ⁽⁶⁾	(5)	(5)	Ordinary Shares	655.652	\$0	655.652	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>Carey James D</u> (Last) (First) (Middle) <u>C/O STONE POINT CAPITAL LLC</u> <u>20 HORSENECK LANE</u> (Street) <u>GREENWICH CT 06830-6327</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>STONE POINT CAPITAL LLC</u> (Last) (First) (Middle) <u>20 HORSENECK LANE</u> (Street) <u>GREENWICH CT 06830-6327</u> (City) (State) (Zip)
---	---

Explanation of Responses:

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 Mr. Carey's termination of service as a member of the Board of Directors of Enstar Group Limited.
2. These Share Units and Restricted Share Units granted to Mr. Carey are held by him solely for the benefit of Stone Point Capital LLC ("Stone Point"), of which Mr. 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 the Reporting Person's election, pursuant to the Plan, to defer quarterly cash director fees.
4. Includes 428,571 Share Units that vested on April 1, 2020.
5. 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, 2021. 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.
6. 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 of attorney 04/02/2020

** 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.