

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Atkins David John</u> <hr/> (Last) (First) (Middle) <u>C/O 22 QUEEN STREET</u> <u>WINDSOR PLACE, 3RD FLOOR</u> <hr/> (Street) <u>HAMILTON D0 HM 11</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/13/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ESGR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Enstar (EU) Limited</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	572 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. Includes 572 Restricted Share Units ("RSUs") granted pursuant to the Enstar Group Limited 2016 Equity Incentive Plan that vest in three approximately equal annual installments on November 17, 2017, 2018 and 2019. The RSUs are payable in ordinary shares upon vesting and each RSU is the economic equivalent of one ordinary share.

Remarks:

Audrey B. Taranto by power of attorney 06/22/2017

** 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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned hereby appoints each of Audrey B. Taranto, Mark Smith and Guy Bowker, signing singly, as his attorney-in-fact to act for him and in his name solely to do all or any of the following:

1. To execute and file with the Securities and Exchange Commission all statements regarding his beneficial ownership of securities of Enstar Group Limited filed pursuant to Section 16(a) of the Securities Exchange Act
2. To execute all necessary instruments to carry out and perform any of the powers stated above, and to do any other acts requisite to carrying out such powers.

None of Audrey B. Taranto, Mark Smith, or Guy Bowker shall incur any liability to the undersigned for acting or refraining from acting under this power, except for such attorney's own willful misconduct or gross negligence.

Any reproduced copy of this signed original shall be deemed to be an original counterpart of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements pursuant to Section 16(a) of the Securities Exchange Act of 1934 with respect to the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 16th day of June 2017.

/s/ David Atkins
Name: David Atkins

/s/ Matthew Cordeux
Matthew Cordeux
Solicitor, Commissioner for Oaths
SRA# 161657