

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

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

1. Name and Address of Reporting Person* <u>Carey James D</u> <hr/> (Last) (First) (Middle) <u>C/O STONE POINT CAPITAL LLC</u> <u>20 HORSENECK LANE</u> <hr/> (Street) <u>GREENWICH CT 06830-6327</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ESGR]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Share Unit	(1)	07/01/2016		A ⁽²⁾	V	(A)	(D)	Date Exercisable	Expiration Date	Ordinary Shares	155.465	159.2	2,241.875	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>Carey James D</u> <hr/> (Last) (First) (Middle) <u>C/O STONE POINT CAPITAL LLC</u> <u>20 HORSENECK LANE</u> <hr/> (Street) <u>GREENWICH CT 06830-6327</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>STONE POINT CAPITAL LLC</u> <hr/> (Last) (First) (Middle) <u>20 HORSENECK LANE</u> <hr/> (Street) <u>GREENWICH CT 06830-6327</u> <hr/> (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 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 Mr. Carey's election, pursuant to the Plan, to defer quarterly cash director fees.

Remarks:

/s/ Audrey B. Taranto by
power of attorney

07/06/2016

** 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.

LIMITED POWER OF ATTORNEY

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

1. To execute and file with the Securities and Exchange Commission all statements regarding its 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 Mark Smith, Guy Bowker and Audrey Taranto 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. The

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 14th day of June 2016.

STONE POINT CAPITAL LLC

/s/ James D. Carey
By: James D. Carey
Title: Senior Principal

Signed at Hamilton, Bermuda

This 14th day of June 2016

Before Me:

/s/ Raymond John Desilva
Raymond John Desilva
Notary Public