## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
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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).
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## 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* Bowker Guy Thomas Anthony			2. Issuer Name <b>and</b> Ticker or Trading Symbol Enstar Group LTD [ ESGR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		<u>ony</u>		v	Director Officer (give title	10% Owner Other (specify			
(Last) (First) (Middle) C/O 22 QUEEN STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021	X	below) Chief Financial	below) Officer			
WINDSOR PLACE, 3RD FLOOR		R							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) HAMILTON	D0	HM 11		X	Form filed by One Rep	orting Person			
,	20				Form filed by More that Person	n One Reporting			
(City)	(State)	(Zip)							

### 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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Ordinary Shares	02/26/2021		A <sup>(1)</sup>		2,807	A	\$ <mark>0</mark>	12,959 <sup>(2)</sup>	D	
Ordinary Shares	03/01/2021		D		3,246	D	\$ <mark>0</mark>	9,713	D	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

#### Explanation of Responses:

1. Ordinary shares were acquired upon the certification by the Compensation Committee of the Enstar Group Limited Board of Directors of the achievement of the performance objective under performance share units ("PSUs") granted on January 2, 2018. The PSUs were scheduled to vest only if and to the extent that a performance objective (3-year growth in fully diluted book value per share) met or exceeded specified targets. The performance objective was achieved at maximum.

2. Includes 4,868 restricted share units ("RSUs") that vest in three approximately equal annual installments beginning on March 20, 2021. All but 1,622 of these RSUs were forfeited in connection with the Reporting Person's resignation. The Reporting Person's final day of service was March 1, 2021.

### **Remarks:**

### Audrey B. Taranto

\*\* Signature of Reporting Person Date

03/02/2021

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.