SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

ENSTAR GROUP LIMITED

(Name of Issuer)

Ordinary Shares, par value \$1.00 per share

(Title of Class of Securities)

G3075 P101 (CUSIP Number)

Anne E. Gold First Reserve One Lafayette Place Greenwich, CT 06830 (203) 625-2536

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 3, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of $\S240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.	G3075 P101	l]	Page 2 of 11 Pages		
1	NAME (OF REP					
	First Reserve Fund XII, L.P.						
2	CHECK	THE A	PPROPRIATE BOX IF A M	EMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC US	E ONLY	?				
4	SOURC:	E OF FU	JNDS				
5	CHECK or 2(e)	IF DISC	CLOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d) □		
6		CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands					
		7	SOLE VOTING POWER 0				
NUMBE SHAR BENEFIC OWNE	RES CIALLY	8	8 SHARED VOTING POWER 0				
EAC REPOR PERSON	H 9		SOLE DISPOSITIVE PO	WER			
		10	SHARED DISPOSITIVE 0	POWER			
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0					
12	CHECK SHARES	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCEN 0%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%					
14	TYPE O PN	F REPO	RTING PERSON (SEE INS	TRUCTIONS)			

CUSIP No.	G3075 P101				Page 3 of 11 Pages		
1	NAME OF REPORTING PERSON						
	FR XII-A	A Parallel	Vehicle, L.P.				
2	CHECK	THE A	PPROPRIATE BOX IF A N	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC US	E ONLY					
4	SOURCE OO	E OF FU	INDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	OCEEDINGS IS REQUIREI	D PURSUANT TO ITEMS 2(d) □		
6	CITIZEN Cayman		R PLACE OF ORGANIZA	ATION			
		7	SOLE VOTING POWER 0				
NUMBI SHAF BENEFIC	RES CIALLY	8	SHARED VOTING POW 0	VER			
OWNE EAC REPOR PERSON	CH TING	9	9 SOLE DISPOSITIVE POWER 0				
		10	0 SHARED DISPOSITIVE POWER 0				
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0					
12	CHECK SHARES	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCEN 0%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE O PN	F REPO	RTING PERSON (SEE INS	STRUCTIONS)			

CUSIP No.	G3075 P101]	Page 4 of 11 Pages		
1	NAME (NAME OF REPORTING PERSON					
	FR XI O	ffshore A	IV, L.P.				
2	CHECK	THE A	PPROPRIATE BOX IF A M	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC USI	E ONLY					
4	SOURCI	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d)		
6	CITIZEN Cayman		R PLACE OF ORGANIZA	TION			
		7	SOLE VOTING POWER 0	E R			
NUMBE SHAR BENEFIC	ES IALLY	$_{ m Y}$ 0					
OWNED EAC REPORT PERSON	Η ΓING	9	SOLE DISPOSITIVE PO	WER			
		10	SHARED DISPOSITIVE 0	POWER			
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
13	PERCEN 0%	NT OF C	LASS REPRESENTED BY	AMOUNT IN ROW (11)			
14	TYPE O	F REPO	RTING PERSON (SEE INS	TRUCTIONS)			

CUSIP No.	USIP No. G3075 P101]	Page 5 of 11 Pages		
1	NAME (NAME OF REPORTING PERSON					
	FR Torus	FR Torus Co-Investment, L.P.					
2	CHECK	THE A	PPROPRIATE BOX IF A	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC US	E ONLY					
4	SOURCE OO	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PR	OCEEDINGS IS REQUIREI	D PURSUANT TO ITEMS 2(d) □		
6	CITIZEN Cayman		R PLACE OF ORGANIZA	ATION			
			SOLE VOTING POWER 0	3			
NUMBE SHAR BENEFIC	RES CIALLY	8	SHARED VOTING POV 0	WER			
OWNEI EAC REPOR' PERSON	CH TING	9	SOLE DISPOSITIVE PO	OWER			
		10	SHARED DISPOSITIVE 0	E POWER			
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK SHARES	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCEN 0%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE O	F REPO	RTING PERSON (SEE IN	STRUCTIONS)			

CUSIP No.	G3075 P101]	Page 6 of 11 Pages		
1	NAME (OF REPO	ORTING PERSON				
	First Res	First Reserve GP XII Limited					
2	CHECK	THE A	PPROPRIATE BOX IF A M	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC US	E ONLY					
4	SOURCI	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	OCEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d) □		
6	CITIZEN Cayman		R PLACE OF ORGANIZA	TION			
		7	SOLE VOTING POWER 0				
NUMBE SHAR BENEFICI OWNED	ES IALLY	8	SHARED VOTING POWER 0				
EACI REPORT PERSON	Η ΓING	9	9 SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 0				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
13	PERCEN 0%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE O CO	F REPO	RTING PERSON (SEE INS	STRUCTIONS)			

CUSIP No.	G3075 P101				Page 7 of 11 Pages		
1	NAME (NAME OF REPORTING PERSON					
	First Res	erve GP	XII, L.P.				
2	CHECK	THE A	PPROPRIATE BOX IF A M	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC USI	E ONLY					
4	SOURCI OO	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d) $\hfill\Box$		
6	CITIZEN Cayman		R PLACE OF ORGANIZA	TION			
		7	7 SOLE VOTING POWER 0				
NUMBE SHAR BENEFIC OWNEI	ES IALLY	8 SHARED VOTING POWER 0					
EAC REPORT PERSON	Η ΓING	9 SOLE DISPOSITIVE POWER 0					
		10 SHARED DISPOSITIVE POWER 0					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE O	F REPO	RTING PERSON (SEE INS	TRUCTIONS)			

CUSIP No.	G3075 P101]	Page 8 of 11 Pages		
1	NAME (OF REPO	ORTING PERSON				
	FR XI O	ffshore G	6P, L.P.				
2	CHECK	THE A	PPROPRIATE BOX IF A M	MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC USI	E ONLY					
4	SOURCI OO	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d)		
6		CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands					
		7	SOLE VOTING POWER 0				
NUMBE SHAR BENEFICI OWNED	ES ALLY	8	SHARED VOTING POW 0	/ER			
EACI REPORT PERSON	H TING	9	SOLE DISPOSITIVE PO	WER			
		10 SHARED DISPOSITIVE POWER 0					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%						
14	TYPE O	F REPOI	RTING PERSON (SEE INS	TRUCTIONS)			

CUSIP No.	G3075 P101]	Page 9 of 11 Pages		
1	NAME C	OF REPO	ORTING PERSON				
	FR XI O	ffshore G	P Limited				
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \Box					
3	SEC USI	E ONLY					
4	SOURCI OO	E OF FU	NDS				
5	CHECK or 2(e)	IF DISC	LOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS 2(d)		
6		CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands					
		7	SOLE VOTING POWER 0				
NUMBE SHAR BENEFICI OWNED	ES ALLY	8	SHARED VOTING POW 0	/ER			
EACI REPORT PERSON	H TING	9	SOLE DISPOSITIVE PO	WER			
		10 SHARED DISPOSITIVE POWER 0					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%						
14	TYPE O	F REPOI	RTING PERSON (SEE INS	TRUCTIONS)			

CUSIP No. (G3075 P101				Page 10 of 11 Pages			
1	NAME OF REPORTING PERSON							
	William E	William E. Macaulay						
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □						
3	SEC USE	E ONLY						
4	SOURCE OO	E OF FUN	NDS					
5	CHECK 2(d) or 2(e)	IF DISCI	LOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	PURSUANT TO ITEMS			
6		CITIZENSHIP OR PLACE OF ORGANIZATION United States						
		7	SOLE VOTING POWER 0					
NUMBER SHARE BENEFICL OWNED	ES ALLY	8	SHARED VOTING POW 0	ÆR				
EACH REPORT PERSON V	I ING	9	SOLE DISPOSITIVE POV	WER				
		10	SHARED DISPOSITIVE 0	POWER				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □							
13	PERCEN 0%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%						
14	TYPE OI IN	F REPOR	TING PERSON (SEE INS	TRUCTIONS)				

This amendment No. 2 to Schedule 13D (this "<u>Amendment</u>") is filed jointly on behalf of (i) First Reserve Fund XII, L.P. ("<u>First Reserve XII</u>"), (ii) FR XII-A Parallel Vehicle, L.P. ("<u>FR XII-A</u>"), (iii) FR XI Offshore AIV, L.P. ("<u>FR XI Offshore AIV</u>"), (iv) FR Torus Co-Investment, L.P. ("<u>FR Co-Invest</u>", together with First Reserve XII, FR XII-A and FR XI Offshore AIV, the "<u>First Reserve Partnerships</u>"), (v) First Reserve GP XII Limited ("<u>XII Limited</u>"), (vi) First Reserve GP XII, L.P. ("<u>XII GP</u>"), (vii) FR XI Offshore GP, L.P. ("<u>GP XI Offshore</u>"), (viii) FR XI Offshore GP Limited ("<u>GP XI Offshore Limited</u>") and (ix) William E. Macaulay (together with the First Reserve Partnerships, XII Limited, XII GP, GP XI Offshore and GP XI Offshore Limited, collectively, the "<u>Reporting Persons</u>").

This Amendment amends and supplements the statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 11, 2014 and amended on June 1, 2015 (together, the "Schedule 13D"), with respect to the ordinary shares, par value \$1.00 per share ("Ordinary Shares"), of Enstar Group Limited, a Bermuda company (the "Issuer" or the "Company"), having its principal executive offices at 18 Queen Street, Windsor Place, 3rd Floor, P.O. Box HM 2267, Hamilton, HM JX Bermuda.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

Securities Purchase Agreement

One June 3, 2015, the First Reserve Partnerships and Canada Pension Plan Investment Board, a Canadian federal Crown corporation (the "<u>Purchaser</u>"), consummated the transactions contemplated by that certain Securities Purchase Agreement (the "<u>Purchase Agreement</u>"), dated May 29, 2015. On the terms and subject to the conditions set forth in the Purchase Agreement, the First Reserve Partnerships sold and the Purchaser purchased 1,501,211 Ordinary Shares and 404,771 shares of series E non-voting convertible ordinary shares, par value US \$1.00 per share, of the Company (the "<u>Series E Stock</u>") for an aggregate purchase price of \$266,837,480. Pursuant to the Purchase Agreement, the First Reserve Partnerships caused its designee to resign from the board of directors of the Issuer on June 3, 2015.

Item 5. Interest in Securities of the Issuer.

- (a), (b) As of June 3, 2015, the Reporting Persons no longer beneficially own Ordinary Shares of the Issuer.
- (c) Except as set forth herein and in the Schedule 13D, each of the Reporting Persons reports that neither it, nor to its knowledge, any other person named in Item 2 of the Schedule 13D, has effected any transactions in Ordinary Shares during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented. The information set forth in Item 4 of this Amendment is hereby incorporated by reference in this Item 6.

SIGNATURES

After reasonable inquiry and to the and correct.	e best of each of my knowledge and belief, I certify that the information set forth in this statement is true, complete
Dated: June 4, 2015	FIRST RESERVE FUND XII, L.P.
	By: First Reserve GP XII, L.P., its general partner
	By: First Reserve GP XII Limited, its general partner
	Dru /a/ Anna E Cald
	By: /s/ Anne E. Gold Name: Anne E. Gold
	Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	FR XII-A PARALLEL VEHICLE, L.P.
	By: First Reserve GP XII, L.P., its general partner
	By: First Reserve GP XII Limited, its general partner
	By:/s/ Anne E. Gold
	Name: Anne E. Gold
	Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	FR XI OFFSHORE AIV, L.P.
	By: FR XI Offshore GP, L.P., its general partner
	By: FR XI Offshore GP Limited, its general partner
	D //Accept C. II
	By: /s/ Anne E. Gold Name: Anne E. Gold
	Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	FR TORUS CO-INVESTMENT, L.P.
	By: First Reserve GP XII Limited, its general partner
	By: /s/ Anne E. Gold
	Name: Anne E. Gold
	Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	FIRST RESERVE GP XII LIMITED
	By: /s/ Anne E. Gold
	Name: Anne E Gold

Title: Chief Compliance Officer, Secretary

Dated: June 4, 2015	FIRST RESERVE GP XII, L.P.
	By: First Reserve GP XII Limited, its general partner
	By: /s/ Anne E. Gold Name: Anne E. Gold Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	FR XI OFFSHORE GP, L.P.
	By: FR XI Offshore GP Limited, its general partner
Dated: June 4, 2015	By: /s/ Anne E. Gold Name: Anne E. Gold Title: Chief Compliance Officer, Secretary FR XI OFFSHORE GP LIMITED
Dated: June 4, 2015	By: /s/ Anne E. Gold Name: Anne E. Gold Title: Chief Compliance Officer, Secretary
Dated: June 4, 2015	/s/ Anne E. Gold Anne E. Gold, attorney-in-fact for William E. McCauley