
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 15, 2009

Enstar Group Limited

(Exact name of registrant as specified in its charter)

Bermuda _____ (State or other jurisdiction of incorporation)	001-33289 _____ (Commission File Number)	N/A _____ (IRS Employer Identification No.)
P.O. Box HM 2267, Windsor Place, 3 rd Floor 18 Queen Street, Hamilton HM JX Bermuda _____ (Address of principal executive offices)		N/A _____ (Zip Code)

Registrant's telephone number, including area code: (441) 292-3645

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

As previously disclosed, since the resignation of T. Wayne Davis, an independent member of the Board of Directors of Enstar Group Limited (the “Company”), the Company has not been in compliance with NASDAQ Marketplace Rule 5605(b)(1), which requires that independent directors comprise a majority of the board of directors of a listed company. Upon the shareholders’ election of Charles T. Akre, Jr. to the Board of Directors at the Company’s Annual General Meeting on June 9, 2009, the Company regained compliance with the rule within the allotted cure period. On June 16, 2009, the Company announced that it had received a letter from the NASDAQ Listing Qualifications Department indicating that the Company now complies with Marketplace Rule 5605(b)(1).

The announcement is contained in a press release issued June 16, 2009 that is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by Enstar Group Limited, dated June 16, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENSTAR GROUP LIMITED

Date: June 16, 2009

By: /s/ Richard J. Harris
Richard J. Harris
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Enstar Group Limited, dated June 16, 2009.

*Press Release*

Date: June 16, 2009
For Release: Immediately

Contact: Richard J. Harris
Telephone: (441) 292-3645

NASDAQ ISSUES COMPLIANCE LETTER TO ENSTAR GROUP LIMITED

Hamilton, Bermuda — June 16, 2009 — Enstar Group Limited (Nasdaq:ESGR) announced today that on June 15, 2009 it received a letter from the NASDAQ Listing Qualifications Department indicating that Enstar now complies with the independent director requirements for continued listing on NASDAQ. The letter followed Enstar's letter to NASDAQ informing it that Enstar's shareholders had elected Charles T. Akre, Jr. to the Board of Directors at the Annual General Meeting held on June 9, 2009. Mr. Akre is an independent director under the NASDAQ Marketplace Rules and, as a result of his election, Enstar's Board of Directors now consists of a majority of independent directors. Enstar regained compliance within the cure period provided by NASDAQ.

Enstar, a Bermuda company, acquires and manages insurance and reinsurance companies in run-off and provides management, consultancy and other services to the insurance and reinsurance industry.

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