

**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): May 8, 2013

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, 3rd Floor
22 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 8, 2013, the Company held its 2013 Annual General Meeting (the “Annual Meeting”).

(b) At the Annual Meeting, the shareholders voted on the following four proposals and cast their votes as described below.

1. Proposal No. 1: Election of Class I Directors. The individuals listed below were elected to serve terms expiring at the annual general meeting of shareholders in 2016.

Director	For	Against	Abstain	Broker Non-Votes
Robert J. Campbell	11,308,532	299,797	3,606	1,394,591
Paul J. O’Shea	11,565,748	42,621	3,566	1,394,591
Sumit Rajpal	10,488,816	1,109,521	13,598	1,394,591

2. Proposal No. 2: Advisory vote to approve executive compensation. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
10,268,133	1,301,566	42,236	1,394,591

3. Proposal No. 3: Ratification of the selection of KPMG Audit Limited to act as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 and authorization of the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
12,952,117	41,278	13,131	0

4. Proposal No. 4: Election of subsidiary directors identified in Proposal No. 4 of the Company’s Proxy Statement. All of the individual subsidiary director nominees listed below received the same total number of votes; these vote totals are provided in the table that follows. The Company’s Board of Directors will cause its corporate representative or proxy to vote the shares it holds in its subsidiaries in the same proportion as the votes received at this Annual Meeting.

For	Against	Abstain	Broker Non-Votes
11,139,795	58,771	413,369	1,394,591

Subsidiary Director Nominees:

AG Australia Holdings Limited

Richard J. Harris
Nicholas A. Packer
Steven Given
Sandra O'Sullivan
Nicholas Hall

Bantry Holdings Ltd.

Adrian C. Kimberley
Duncan M. Scott
David Roche

B.H. Acquisition Limited

Richard J. Harris
Paul J. O'Shea
David Roche
Adrian C. Kimberley

Blackrock Holdings Ltd.

Adrian C. Kimberley
Duncan M. Scott
David Roche

Bosworth Run-off Limited

Alan Turner
Ludovic de Belleval
C. Paul Thomas
Brian J. Walker
Theo Wilkes

Brampton Insurance Company Limited

Max Lewis
C. Paul Thomas
Alan Turner
Steven Western
Theo Wilkes

Brittany Insurance Company Ltd.

Paul J. O'Shea
Richard J. Harris
Adrian C. Kimberley
David Roche
Duncan M. Scott

Capital Assurance Company Inc.

Karl J. Wall
Andrea Giannetta
James Grajewski
Steven Given
Thomas Nichols

Capital Assurance Services Inc.

Karl J. Wall
Andrea Giannetta
James Grajewski
Steven Given
Thomas Nichols

Castlewood Limited

Adrian C. Kimberley
Duncan M. Scott
Elizabeth DaSilva

Cavell Holdings Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Cavell Insurance Company Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Chatsworth Limited

Richard Harris
Adrian C. Kimberley
David Roche
Elizabeth DaSilva
Orla Gregory

Claremont Liability Insurance Company

Karl J. Wall
Joseph Follis
Andrea Giannetta
Steven Given
Donald Woellner
James Grajewski
Thomas Nichols

Clarendon America Insurance Company

Karl J. Wall
Joseph Follis
Steven Given
Thomas Nichols
Robert Redpath
Michael Sheehan
Kathleen Barker

Clarendon Holdings, Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Clarendon National Insurance Company

Karl J. Wall
Joseph Follis
Steven Given
Thomas Nichols
Robert Redpath
Michael Sheehan
Kathleen Barker

CLIC Holdings, Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Comox Holdings Ltd.

Ludovic de Belleval
Richard J. Harris
Adrian C. Kimberley
David Roche
Yoshinori Yokoo

Compagnie Europeenne d'Assurances Industrielles S.A.

Nicholas A. Packer
C. Paul Thomas
Alan Turner

Constellation Reinsurance Company

Karl J. Wall
Thomas J. Balkan
Joseph Follis
Andrea Giannetta
Mark A. Kern
Raymond Rizzi
Teresa Reali
James Grajewski
Jay Banskota
Richard C. Ryan
Thomas Nichols
Steven Given
Kathleen Barker

The Copenhagen Reinsurance Company

C. Paul Thomas
Alan Turner
Theo Wilkes

The Copenhagen Reinsurance Company (UK) Limited

Alan Turner
C. Paul Thomas
Steven Western
Theo Wilkes

Courtenay Holdings Ltd.

Richard J. Harris
David Roche
Adrian C. Kimberley

Cranmore (UK) Limited

Phillip Cooper
David Ellis
Shaun Holden
C. Paul Thomas
Steven Norrington
Alan Turner
Mark Wood

Cranmore Australia Pty Limited

Sandra O'Sullivan
Nicholas Hall
Steven Norrington

Cranmore (Asia) Limited

David Roche
Adrian C. Kimberley
Duncan M. Scott
Elizabeth DaSilva

Cranmore Asia (Pte) Limited

Ian Belcher
Goh Mei Xuan Michelle
Steven Norrington
Sandra O'Sullivan

Cranmore (Bermuda) Limited

Adrian C. Kimberley
Duncan M. Scott
David Roche
Elizabeth DaSilva

Cranmore (US) Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols
Steven Norrington

Cumberland Holdings Ltd.

Adrian C. Kimberley
Richard J. Harris
Paul J. O'Shea
David Roche

Electricity Producers Insurance Company (Bda) Limited

Paul J. O'Shea
Adrian C. Kimberley
David Roche
Richard J. Harris
Orla Gregory
Duncan M. Scott

Enstar (EU) Finance Limited

C. Paul Thomas
Alan Turner
Theo Wilkes
Shaun Holden

Enstar (EU) Holdings Limited

David Hackett
C. Paul Thomas
Alan Turner
Shaun Holden

Enstar (EU) Limited

David Atkins
David Grisley
David Hackett
Michael Lynagh
Derek Reid
C. Paul Thomas
Alan Turner
Shaun Holden

Enstar Acquisition Ltd.

C. Paul Thomas
Alan Turner

Enstar Australia Holdings Pty Limited

Gary Potts
Jann Skinner
Bruce Bollom
Richard J. Harris
Nicholas A. Packer

Enstar Australia Limited

Nicholas A. Packer
Nicholas Hall
Sandra O'Sullivan

Enstar Brokers Limited

Richard J. Harris
Elizabeth DaSilva
Adrian C. Kimberley
David Roche
Paul J. O'Shea

Enstar Financial Services Inc.

Cheryl D. Davis
Thomas Nichols

Enstar Financing Limited

Elizabeth DaSilva
Adrian C. Kimberley
Richard J. Harris
Duncan M. Scott

Enstar Group Operations Inc.

Cheryl D. Davis
Thomas Nichols

Enstar Holdings (US) Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Robert V. Deutsch
Thomas Nichols

Enstar Insurance Management Services Ireland Limited

Nicholas A. Packer
Orla Gregory
Richard J. Harris
Kieran Hayes

Enstar Investment Management Ltd.

Richard J. Harris
Adrian C. Kimberley
Roger Thompson
Lothar Crofton

Enstar Investments Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Enstar Limited

Paul J. O'Shea
Richard J. Harris
Adrian C. Kimberley
David Roche
Elizabeth DaSilva

Enstar New York, Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Enstar (US) Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Enstar USA Inc.

Thomas Nichols
Cheryl D. Davis
Karl J. Wall

Fieldmill Insurance Company Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Fitzwilliam Insurance Limited

Paul J. O'Shea
Richard J. Harris
Adrian C. Kimberley
David Roche
Nicholas A. Packer

Flatts Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Forsakringsaktiebolaget Assuransinvest MF

Mats Höglund
Alan Turner
Nicholas A. Packer

Gordian Runoff Limited

Gary Potts
Jann Skinner
Bruce Bollom
Richard J. Harris
Nicholas A. Packer

Goshawk Dedicated Ltd.

C. Paul Thomas
Alan Turner

Goshawk Holdings (Bermuda) Limited

Adrian C. Kimberley
Orla Gregory
David Roche
Richard J. Harris

Goshawk Insurance Holdings Limited

C. Paul Thomas
Alan Turner

Guildhall Insurance Company Limited

C. Paul Thomas
Alan Turner
Theo Wilkes
Paul Carruthers

Harbor Specialty Insurance Company

Karl J. Wall
Joseph Follis
Steven Given
Thomas Nichols
Robert Redpath
Michael Sheehan
Kathleen Barker

Harper Holdings SARL

Nicholas A. Packer
John Cassin

Harper Insurance Limited

Michael H.P. Handler
Stefan Wehrenberg
Dr. Florian von Meiss
Richard J. Harris
Andreas K. Iselin
Nicholas A. Packer

Harrington Sound Limited

Richard J. Harris
Nicholas A. Packer
Nicholas Hall
Sandra O'Sullivan

Hillcot Holdings Ltd.

Paul J. O'Shea
Adrian C. Kimberley
Richard J. Harris

Hillcot Re Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Hillcot Underwriting Management Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Hove Holdings Limited

Richard J. Harris
Adrian C. Kimberley
David Roche
Elizabeth DaSilva

Hudson Reinsurance Company Limited

Paul J. O'Shea
Richard J. Harris
Adrian C. Kimberley
David Roche
Duncan M. Scott

Inter-Ocean Holdings Ltd.

Adrian C. Kimberley
Duncan M. Scott
Richard J. Harris
Orla Gregory

Inter-Ocean Reinsurance Company Ltd.

Adrian C. Kimberley
Duncan M. Scott
Richard J. Harris
Paul J. O'Shea
Orla Gregory

Inter-Ocean Reinsurance (Ireland) Ltd.

Richard J. Harris
Orla Gregory
Kevin O'Connor

Kenmare Holdings Ltd.

Richard J. Harris
Paul J. O'Shea
Adrian C. Kimberley
Dominic F. Silvester
David Roche
Nicholas A. Packer

Kinsale Brokers Limited

Philip Hemon
C. Paul Thomas
Alan Turner
Shaun Holden

Knapton Holdings Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Knapton Insurance Limited

Jeremy Riley
C. Paul Thomas
Alan Turner
Brian J. Walker
Theo Wilkes

Laguna Life Holdings Ltd.

Richard J. Harris
Adrian C. Kimberley
Paul J. O'Shea
David Roche

Laguna Life Holdings SARL

Nicholas A. Packer

Laguna Life Limited

Orla Gregory
Nicholas A. Packer
Kieran Hayes
David Allen
Alastair Nicoll

Longmynd Insurance Company Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Marlon Insurance Company Limited

C. Paul Thomas
Alan Turner
Steven Western
Theo Wilkes

Mercantile Indemnity Company Limited

C. Paul Thomas
Alan Turner
Brian J. Walker
Theo Wilkes

Nordic Run-Off Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

New Castle Reinsurance Company Ltd.

Richard J. Harris
Adrian C. Kimberley
Paul J. O'Shea
David Roche

Northshore Holdings Limited

Elizabeth DaSilva
Richard J. Harris
Adrian C. Kimberley

Oceania Holdings Ltd.

Richard J. Harris
Adrian C. Kimberley
David Roche

Overseas Reinsurance Corporation Limited

Adrian C. Kimberley
Paul J. O'Shea
Richard J. Harris
David Roche

Pavonia Holdings (US), Inc.

Karl J. Wall
Thomas Nichols
Steven Given
Kieran Hayes

Paladin Managed Care Services, Inc.

Karl J. Wall
Thomas Nichols
Steven Given
Steven Norrington
Teresa Reali

PointSure Insurance Services, Inc.

Karl J. Wall
Thomas Nichols
Steven Given
Steven Norrington

Paget Holdings GmbH Limited

David Roche
Elizabeth DaSilva
Duncan Scott
Adrian C. Kimberley

Providence Washington Insurance Company

Karl J. Wall
Joseph Follis
Donald Woellner
Steven Given
Thomas Nichols
Robert Redpath

Providence Washington Insurance Solutions, LLC

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

PWAC Holdings, Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

PW Acquisition Co.

Karl J. Wall
Donald Woellner
Steven Given
Thomas Nichols

Regis Agencies Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Revir Limited

Richard J. Harris
Elizabeth DaSilva
Adrian C. Kimberley
David Roche

River Thames Insurance Company Limited

Max Lewis
Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Rombalds Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Rosemont Reinsurance Ltd.

Paul J. O'Shea
Orla Gregory
Richard J. Harris
Adrian C. Kimberley
David Roche

Royston Holdings Ltd.

Adrian C. Kimberley
Richard J. Harris
David Roche
Duncan M. Scott

Royston Run-off Ltd.

C. Paul Thomas
Alan Turner
Theo Wilkes

Seaton Insurance Company

Karl J. Wall
Thomas Nichols
Joseph Follis
Andrea Giannetta
Teresa Reali
Steven Given

SGL No. 1 Ltd.

Richard J. Harris
Paul Carruthers
Gareth Nokes

SGL No. 2 Ltd.

Paul Carruthers

SGL No. 3 Ltd.

Richard J. Harris

SeaBright Insurance Company

Karl J. Wall
Steven Given
Thomas Nichols
Michael Sheehan
Robert Redpath
David Calandro
John A. Dore
Nicholas Godellas
Richard Seelinger

SeaBright Holdings, Inc.

Karl J. Wall
Steven Given
Thomas Nichols
Robert Redpath

Shelbourne Group Limited

Richard J. Harris
Philip Martin
Paul J. O'Shea
Nicholas A. Packer
Gareth Nokes

Shelbourne Syndicate Services Limited

Norman Bernard
Paul Carruthers
Andrew Elliot
Ewen Gilmour
Richard J. Harris
Philip Martin
Paul J. O'Shea
Nicholas A. Packer
Darren S. Truman
Gareth Nokes

Shelly Bay Holdings Limited

Nicholas A. Packer
Richard J. Harris
Sandra O'Sullivan
Nicholas Hall

Simcoe Holdings Ltd.

Richard J. Harris
Adrian C. Kimberley
David Roche
Elizabeth DaSilva

Sun Gulf Holdings, Inc.

Karl J. Wall
Cheryl D. Davis
Steven Given
Thomas Nichols

Sundown Holdings Limited

Adrian C. Kimberley
David Roche
Richard J. Harris

Unionamerica Acquisition Company Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Unionamerica Holdings Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Unionamerica Insurance Company Limited

Jeremy Riley
C. Paul Thomas
Alan Turner
Paul Carruthers
Theo Wilkes

Unione Italiana (UK) Reinsurance Company Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Virginia Holdings Ltd.

Richard J. Harris
Adrian C. Kimberley
David Roche

York Insurance Company

Karl J. Wall
Joseph Follis
Donald Woellner
Steven Given
Thomas Nichols
Robert Redpath

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: May 8, 2013

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