

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>FIRST RESERVE FUND XII LP</u> (Last) (First) (Middle) <u>C/O FIRST RESERVE</u> <u>ONE LAFAYETTE PLACE</u> (Street) <u>GREENWICH CT 06830</u> (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>06/03/2015</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			
Ordinary Stock, par value \$1.00/share ("Ordinary Shares")	06/03/2015		S		652,596	D	\$140	0	I	See Footnote ⁽¹⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Ordinary Stock	06/03/2015		S		11,715	D	\$140	0	I	See Footnote ⁽²⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Ordinary Stock	06/03/2015		S		809,989	D	\$140	0	I	See Footnote ⁽³⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Ordinary Stock	06/03/2015		S		26,911	D	\$140	0	I	See Footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>FIRST RESERVE FUND XII LP</u> (Last) (First) (Middle) <u>C/O FIRST RESERVE</u> <u>ONE LAFAYETTE PLACE</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[FR XII A PARALLEL VEHICLE LP](#)

(Last) (First) (Middle)

C/O FIRST RESERVE
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FR XI Offshore AIV, L.P.](#)

(Last) (First) (Middle)

C/O FIRST RESERVE
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FR Torus Co-Investment, L.P.](#)

(Last) (First) (Middle)

C/O FIRST RESERVE
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[First Reserve GP XII Ltd](#)

(Last) (First) (Middle)

C/O FIRST RESERVE
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[First Reserve GP XII, LP](#)

(Last) (First) (Middle)

C/O FIRST RESERVE
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
FR XI Offshore GP, L.P.		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
FR XI Offshore GP Ltd		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
MACAULAY WILLIAM E		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

Explanation of Responses:

1. Represents Ordinary Shares held directly by First Reserve Fund XII, L.P. ("First Reserve XII").
2. Represents Ordinary Shares held directly by FR XII-A Parallel Vehicle L.P., ("FR XII-A").
3. Represents Ordinary Shares held directly by FR XI Offshore AIV, L.P. ("FR XI Offshore AIV").
4. Represents Ordinary Shares held directly by FR Torus Co-Investment, L.P. ("FR Co-Invest," together with First Reserve XII, FR XII-A and FR XI Offshore AIV, the "First Reserve Vehicles").
5. First Reserve GP XII Limited ("XII Limited") is the general partner of First Reserve GP XII, L.P. ("XII GP"), which in turn is the general partner of each of First Reserve XII and FR XII-A. XII Limited is the general partner of FR Co-Invest. William E. Macaulay is a director of XII Limited, and has the right to appoint a majority of the Board of Directors of XII Limited. By virtue of Mr. Macaulay's right to appoint a majority of the directors of XII Limited, Mr. Macaulay may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose of or direct the disposition of) the Ordinary Shares held by each of First Reserve XII, FR XII-A and FR Co-Invest and therefore, Mr. Macaulay may be deemed to be a beneficial owner of such Ordinary Shares.
6. FR XI Offshore GP, L.P. ("GP XI Offshore") is the general partner of FR XI Offshore AIV. FR XI Offshore GP Limited ("GP XI Offshore Limited", together with the First Reserve Vehicles, XII Limited, XII GP, GP XI Offshore and Mr. Macaulay, collectively the "Reporting Persons") is the general partner of GP XI Offshore.
7. Each of such Reporting Persons may be deemed to beneficially own the Ordinary Shares beneficially owned by the First Reserve Vehicles directly or indirectly controlled by it, but each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of such Ordinary Shares, disclaims beneficial ownership of the Ordinary Shares held by the First Reserve Vehicles except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of Ordinary Shares, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Remarks:

[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, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary](#) 06/04/2015

<u>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, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>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, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>FR TORUS CO- INVESTMENT, L.P., BY: FIRST RESERVE GP XII LIMITED, its general partner, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>FIRST RESERVE GP XII LIMITED, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>FIRST RESERVE GP XII, L.P., BY: FIRST RESERVE GP XII LIMITED, its general partner, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>FR XI OFFSHORE GP, L.P., BY: FR XI OFFSHORE GP LIMITED, its general partner, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>FR XI OFFSHORE GP LIMITED, By: /s/ Anne E. Gold, Chief Compliance Officer, Secretary</u>	<u>06/04/2015</u>
<u>WILLIAM E. MACAULAY, By: /s/ Anne E. Gold, Attorney-in-fact</u>	<u>06/04/2015</u>
** 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.