

**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 21, 2012

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
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))

Item 4.01. Changes in Registrant's Certifying Accountant.

(a) Dismissal of Independent Accountant Previously Engaged as Principal Accountant.

As previously reported in Item 4.01 of the Current Report on Form 8-K filed by Enstar Group Limited (the "Company") on April 20, 2012 (the "Original 8-K"), at its meeting on April 17, 2012, the Audit Committee of the Board of Directors of the Company determined not to reappoint Deloitte & Touche Ltd., Bermuda ("Deloitte"), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. The additional information set forth in Item 4.01(a) of the Original 8-K is incorporated by reference herein.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided Deloitte a copy of the disclosures it is making in this Current Report on Form 8-K prior to filing it with the Securities and Exchange Commission (the "Commission") and requested that Deloitte furnish a letter addressed to the Commission stating whether or not it agrees with the above statements. A copy of Deloitte's letter dated June 22, 2012 is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Engagement of New Independent Accountant as Principal Accountant.

At the Company's 2012 Annual General Meeting held June 21, 2012 (the "Annual Meeting"), the Company's shareholders approved the Audit Committee's appointment of KPMG, a Bermuda partnership ("KPMG"), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. As previously reported in the Original 8-K, the Audit Committee appointed KPMG at its April 17, 2012 meeting, subject to the approval of the Company's shareholders. The additional information set forth in Item 4.01(b) of the Original 8-K is incorporated by reference herein.

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

(a) On June 21, 2012, the Company held its 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 III Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2015.

Director	For	Against	Abstain	Broker Non-Votes
Dominic F. Silvester	9,504,098	1,325,884	4,415	1,664,455

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

For	Against	Abstain	Broker Non-Votes
8,651,732	1,953,035	229,630	1,664,455

3. Proposal No. 3: Ratification of the selection of KPMG, a Bermuda partnership, to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 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
12,412,227	79,155	7,470	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
10,492,872	82,039	259,486	1,664,455

Subsidiary Director Nominees:

AG Australia Holdings Limited

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

American Concept Insurance Company

Karl J. Wall
Robert Carlson
Joseph Follis
Donald Woellner
Donna L. Stolz
John A. Dore
Steven Given

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

Brampton Insurance Company Limited

Max Lewis
C. Paul Thomas
Alan Turner
Steven Western

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
Robert Carlson
Andrea Giannetta
James Grajewski
Donna L. Stolz
Steven Given

Capital Assurance Services Inc.

Karl J. Wall
Robert Carlson
Andrea Giannetta
James Grajewski
Donna L. Stolz

Castlewood Limited

Adrian C. Kimberley
Duncan M. Scott
Elizabeth DaSilva

Cavell Holdings Limited

C. Paul Thomas
Alan Turner

Cavell Insurance Company Limited

Ian Millar
C. Paul Thomas
Alan Turner

Chatsworth Limited

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

Church Bay Limited

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

Claremont Liability Insurance Company

Karl J. Wall
Robert Carlson
Joseph Follis
Andrea Giannetta
Donna L. Stolz
Steven Given
Donald Woellner
James Grajewski

Clarendon America Insurance Company

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

Clarendon Holdings, Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given

Clarendon National Insurance Company

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

Clarendon Select Insurance Company

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

CLIC Holdings, Inc.

Karl J. Wall
Donna L. Stolz
Robert Carlson
Cheryl D. Davis
Steven Given

Comox Holdings Ltd.

Ludovic de Belleval
Richard J. Harris
Adrian C. Kimberley
Jiro Kasahara
David Roche

Compagnie Europeenne d'Assurances Industrielles S.A.

Nicholas A. Packer
C. Paul Thomas
Alan Turner

Constellation Reinsurance Company

Karl J. Wall
Robert Carlson
Thomas J. Balkan
Joseph Follis
Andrea Giannetta
Mark A. Kern
Raymond Rizzi
Teresa Reali
Donna L. Stolz
James Grajewski
Jay Banskota
Richard C. Ryan
Thomas Nichols
Steven Given

The Copenhagen Reinsurance Company

C. Paul Thomas
Alan Turner

The Copenhagen Reinsurance Company (UK) Limited

Alan Turner
C. Paul Thomas
Steven Western

Copenhagen Reinsurance Services Limited

Alan Turner
C. Paul Thomas

Courtenay Holdings Ltd.

Richard J. Harris
David Roche
Adrian C. Kimberley

Cranmore Adjusters Limited

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

Cranmore Adjusters (Australia) Pty Limited

Sandra O'Sullivan
Nicholas Hall
Steven Norrington

Cranmore (Asia) Limited

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

Cranmore Asia (Pte) Limited

Ian Belcher
Goh Mei Xuan Michelle

Cranmore (Bermuda) Limited

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

Cranmore (US) Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given

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

Enstar (EU) Holdings Limited

David Hackett
C. Paul Thomas
Alan Turner

Enstar (EU) Limited

David Atkins
David Grisley
David Hackett
Michael Lynagh
Duncan McLaughlin
Derek Reid
C. Paul Thomas
Alan Turner

Enstar Acquisition Ltd.

C. Paul Thomas
Alan Turner

Enstar Australia Holdings Pty Ltd.

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

Enstar Financial Services Inc.

Robert Carlson
Cheryl D. Davis

Enstar Financing Limited

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

Enstar Group Operations Inc.

Robert Carlson
Cheryl D. Davis

Enstar Holdings (US) Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given
Robert V. Deutsch

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
Elizabeth DaSilva

Enstar Investments Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given

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
Donna L. Stolz
Robert Carlson
Steven Given

Enstar (US) Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given

Enstar USA Inc.

Robert Carlson
Cheryl D. Davis
Karl J. Wall

Fieldmill Insurance Company Limited

Ian Millar
C. Paul Thomas
Alan Turner

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

Forsakringsaktiebolaget Assuransinvest MF

Mats Höglund
C. Paul Thomas
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
Paul Carruthers
Alan Turner

Harbor Specialty Insurance Company

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

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

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

Ian Millar
C. Paul Thomas
Alan Turner

Hillcot Underwriting Management Limited

C. Paul Thomas
Alan Turner

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

Knapton Holdings Limited

C. Paul Thomas
Alan Turner

Knapton Insurance Limited

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

Laguna Life Limited

Orla Gregory
Paul J. O'Shea
Nicholas A. Packer
Richard J. Harris
Kieran J. Hayes
David Allen
Alastair Nicoll

Longmynd Insurance Company Limited

Ian Millar
C. Paul Thomas
Alan Turner

Marlon Insurance Company Limited

C. Paul Thomas
Alan Turner
Steven Western

Marlon Management Services Limited

C. Paul Thomas
Alan Turner

Mercantile Indemnity Company Limited

Ian Millar
C. Paul Thomas
Alan Turner
Brian J. Walker

Mongard Ltd.

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

Nordic Run-Off Limited

C. Paul Thomas
Alan Turner

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

Paget Holdings GmbH Limited

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

Providence Washington Holdings, Inc.

Karl J. Wall
Robert Carlson
Donald Woellner
Donna L. Stolz
Steven Given

Providence Washington Insurance Company

Karl J. Wall
Robert Carlson
Joseph Follis
Donald Woellner
Donna L. Stolz
John A. Dore
Steven Given

Providence Washington Insurance Solutions, LLC

Karl J. Wall
Robert Carlson
Cheryl D. Davis
Donna L. Stolz
Steven Given

PWAC Holdings Inc.

Karl J. Wall
Cheryl D. Davis
Donna L. Stolz
Robert Carlson
Steven Given

PW Acquisition Co.

Karl J. Wall
Robert Carlson
Donald Woellner
Donna L. Stolz
Steven Given

PW Holdings, Inc.

Karl J. Wall
Robert Carlson
Donald Woellner
Donna L. Stolz
Steven Given

Regis Agencies Limited

C. Paul Thomas
Alan Turner

Revir Limited

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

River Thames Insurance Company Limited

Max Lewis
Ian Millar
C. Paul Thomas
Alan Turner

Rombalds Limited

C. Paul Thomas
Alan Turner

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

Seaton Insurance Company

Karl J. Wall
Robert Carlson
Joseph Follis
Andrea Giannetta
Donna L. Stolz
Steven Given

SGL No. 1 Ltd.

Richard J. Harris
Timothy Hanford
C. Paul Thomas

SGL No. 3 Ltd.

Richard J. Harris
Timothy Hanford

Shelbourne Group Limited

Timothy Hanford
Richard J. Harris
Philip Martin
C. Paul Thomas
Paul J. O'Shea
Nicholas A. Packer

Shelbourne Syndicate Services Limited

Norman Bernard
Paul Carruthers
Andrew Elliot
Ewen Gilmour
Timothy Hanford
Richard J. Harris
Philip Martin
C. Paul Thomas
Paul J. O'Shea
Nicholas A. Packer
Darren S. Truman

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
Robert Carlson
Cheryl D. Davis
Donna L. Stolz
Steven Given

Sundown Holdings Limited

Adrian C. Kimberley
David Roche
Richard J. Harris

TGI Australia Limited

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

Unionamerica Acquisition Company Limited

C. Paul Thomas
Alan Turner

Unionamerica Holdings Limited

C. Paul Thomas
Alan Turner

Unionamerica Insurance Company Limited

Jeremy Riley
C. Paul Thomas
Paul Carruthers
Alan Turner

Unione Italiana (UK) Reinsurance Company Limited

Ian Millar
C. Paul Thomas
Alan Turner

Virginia Holdings Ltd.

Richard J. Harris
Adrian C. Kimberley
David Roche

York Insurance Company

Karl J. Wall
Robert Carlson
Joseph Follis
Donald Woellner
Donna L. Stolz
John A. Dore
Steven Given

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
16.1	Letter of Deloitte & Touche Ltd., Bermuda, dated June 22, 2012.

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

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

Date: June 22, 2012

June 22, 2012

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-7561

Dear Sirs/Madams:

We have read Item 4.01(a) of Enstar Group Limited's Form 8-K dated June 21, 2012, and we agree with the statements made therein.

Yours truly,

DELOITTE & TOUCHE LTD.