SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average I	burden
hours per response:	0.5

Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially Owned Followin Benorted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershij
	7	able I - No	n-Derivative S	ecurities Acq	uired, Dis	posed of, or Benef	icially	v Owned		
(City)	(State)	(Zip)						Form filed by Person	More than One Re	porting
(Street) NEW YORK	NY	10016	4. If A	mendment, Date of	f Original Filed	l (Month/Day/Year)	6. Indi [*] Line) X	Form filed by	roup Filing (Check	son
(Last) 411 FIFTH AV	(First) E. 5TH FLOOF	(Middle)		te of Earliest Transa 0/2021	action (Month/	Dayrrear)		Chief Financial Officer		
1. Name and Address of Reporting Person [*] <u>Wolf Zachary</u>				uer Name and Ticke tar Group LT	<u>D</u> [ESGR	ĺ		ationship of Repo k all applicable) Director Officer (give ti below)	10% Owner	
to Section 16. F obligations may Instruction 1(b).				nt to Section 16(a) ction 30(h) of the In		es Exchange Act of 1934 npany Act of 1940			burs per response:	0.5

	((Month/Day/Year)	8)		-,			Owned Following Reported		Ownership (Instr. 4)	1
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Ordinary Shares	03/30/2021		A ⁽¹⁾		1,035	A ⁽¹⁾	\$ <mark>0</mark>	4,321 ⁽²⁾	D		

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents a grant pursuant to the Enstar Group Limited 2016 Equity Incentive Plan of Restricted Share Units ("RSUs") that vest in three approximately equal annual installments beginning on the first anniversary of the grant date. The RSUs are payable in ordinary shares upon vesting and each RSU is the economic equivalent of one ordinary share.

2. Comprises 3,286 RSUs that vest in three approximately equal annual installments beginning on September 21, 2021 and 1,035 RSUs that vest in three approximately equal annual installments beginning on March 30, 2022.

Remarks:

<u>/s/ Audrey B. Taranto by</u> power of attorney

04/01/2021

** 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.