| SEC Form 4 |
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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: | 3235-0287 |
|----------------------|-----------|
| Estimated average bi | urden |
| hours per response: | 0.5 |

| Instruction 1(b). | Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 | | | | | | | |
|---|--|---|---------------------------------------|--|--|--|--|--|
| | or Section 30(h) of the Investment Company Act of 1940 | | | | | | | |
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD</u> [ESGR] | 5. Relationship of F (Check all applicab | Reporting Person(s) to Issuer lle) | | | | | |
| <u>Cross Susan Lee</u> | | X Director | 10% Owner | | | | | |
| (Last) (First) (Middle C/O 22 QUEEN STREET |) 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021 | Officer (gi below) | ve title Other (specify below) | | | | | |
| WINDSOR PLACE, 3RD FLOOR | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) | | , | by One Reporting Person | | | | | |
| HAMILTON D0 HM 1 | 1 | Form filed Person | by More than One Reporting | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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. Transa Code (8) | | 4. Securities A Disposed Of (5) | | | Securities Beneficially | 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 Shares | 04/01/2021 | | A ⁽¹⁾ | | 405.433(2) | Α | \$ <mark>0</mark> | 712.106 ⁽²⁾⁽³⁾ | 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) | | 5. Number of | | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Grant of restricted stock pursuant to the Enstar Group Limited 2016 Equity Incentive Plan. These shares are restricted until the one-year anniversary of grant.

2. Fractional shares will be paid in cash upon vesting.

3. Comprises 306.673 restricted ordinary shares scheduled to vest on October 1, 2021 and 405.433 restricted ordinary shares scheduled to vest on April 1, 2022.

Remarks:

<u>/s/ Audrey B. Taranto by</u>

<u>04/05/2021</u> Date

power of attorney
** Signature of Reporting Person

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See