

**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 13, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

- (a) Enstar Group Limited (the "Company") held its 2017 Annual Meeting on June 13, 2017 (the "Annual Meeting").
- (b) At the Annual Meeting, the shareholders voted on the following five proposals and cast their votes as described below.

Proposal No. 1: Election of Class II Directors. The individuals listed below were elected to serve a term expiring at the annual general meeting of shareholders in 2020. There were a total of 1,484,928 broker non-votes with respect to each nominee.

| Director | For | Against | Abstain |
|---------------------|------------|----------------|----------------|
| B. Frederick Becker | 13,366,467 | 181,978 | 2,111 |
| James D. Carey | 12,611,099 | 937,346 | 2,111 |
| Hitesh R. Patel | 13,388,592 | 159,837 | 2,127 |

Proposal No. 2: Advisory vote on the frequency of future advisory votes to approve executive compensation. The proposal to review executive compensation every year received the highest number of votes.

| 1 Year | 2 Years | 3 Years | 4 Years |
|---------------|----------------|----------------|----------------|
| 12,916,140 | 931 | 625,991 | 7,494 |

The Company's Board of Directors has decided that it will include an advisory vote to approve executive compensation in the Company's proxy materials every year until the next required vote on the frequency of future advisory votes to approve executive compensation.

Proposal No. 3: Advisory vote to approve executive compensation. This proposal was approved. There were a total of 1,484,928 broker non-votes on this proposal.

| For | Against | Abstain |
|------------|----------------|----------------|
| 12,244,662 | 1,296,174 | 9,720 |

Proposal No. 4: 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, 2017 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. There were no broker non-votes on this proposal.

| For | Against | Abstain |
|------------|----------------|----------------|
| 14,993,696 | 34,474 | 7,314 |

5. Proposal No. 5: Election of subsidiary directors identified in Proposal No. 5 of the Company's Proxy Statement. 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. There were a total of 1,484,928 broker non-votes on this proposal. Certain of the subsidiary

directors listed below received a de minimis number of votes against and/or abstentions that were submitted on an individual basis and which did not affect the outcome of the election of any subsidiary director.

| For | Against | Abstain |
|------------|---------|---------|
| 13,519,992 | 21,133 | 9,431 |

5.1 AG Australia Holdings Limited

Nominees:

Sandra O'Sullivan
Nicholas Hall
Brett Henry

5.2 Alopuc Limited

Nominees:

Richard Harries
James Lee
Brendan Merriman

5.3 Alpha Insurance SA

Nominees:

Serge Wibaut
Marie-Claire Pletinckx
C. Paul Thomas
Kieran Hayes
Rutger Janssens
Kim Torbeyns
David Atkins

5.4 Arden Reinsurance Company Ltd.

Nominees:

Paul O'Shea
Mark Smith
David Roche
Duncan Scott
Guy Bowker

5.5 Arena SA

Nominees:

Timothy Fillingham
Richard Etridge
Eddy VanderBosch

5.6 Atrium Risk Management Services (British Columbia) Ltd.

Nominees:

Richard Harries
James Lee
Brendan Merriman
Lee Greenway
Peter Hargrave

5.7 Atrium Risk Management Services

(Washington) Limited

Nominees:

Richard Harries
James Lee
Brendan Merriman
Lee Greenway
Peter Hargrave

5.8 B.H. Acquisition Limited

Nominees:

Paul O'Shea
Mark Smith
David Roche
Guy Bowker

5.9. Belmont Run-Off Limited

Nominees:

David Atkins
Derek Reid
C. Paul Thomas

5.10 Bosworth Run-off Limited

Nominees:

C. Paul Thomas
Alan Turner

5.11 Brake Systems, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.12 Brampton Insurance Company Limited

Nominees:

Patrick Cogavin
Max Lewis
C. Paul Thomas
Alan Turner
Steven Western

5.13 Brittany Insurance Company Ltd.

Nominees:

Paul O'Shea
Mark Smith
David Roche
Duncan Scott
Guy Bowker

5.14 BWDAC, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.15 Castlewood Limited

Nominees:

Guy Bowker
Duncan Scott
Elizabeth DaSilva

5.16 Cavell Holdings Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.17 Cavello Bay Holdings Limited

Nominees:

Paul O'Shea
Mark Smith
David Roche
Duncan Scott
Guy Bowker

5.18 Cavello Bay Reinsurance Limited

Nominees:

Paul O'Shea
Mark Smith
David Roche
Duncan Scott
Guy Bowker

5.19 Chatsworth Limited

Nominees:

Guy Bowker
Mark Smith
David Roche
Elizabeth DaSilva
Orla Gregory

5.20 Clarendon National Insurance Company

Nominees:

Paul Brockman
John Dore
Anna Hajek
Jennifer Miu
Robert Redpath
Michael Sheehan
Richard Seelinger
Cindy Traczyk

5.21 Comox Holdings Ltd.F

Nominees:

Elizabeth DaSilva
David Roche
Guy Bowker
Duncan Scott

5.22 Copper Coast Funds ICAV

Nominees:

Orla Gregory
Bary McConville
Patrick O'Sullivan
Kieran Hayes
Keith Haynes
Paul Thomas

5.23 Courtenay Holdings Ltd

Nominees:

Mark Smith
Guy Bowker
David Roche

5.24 CP Product, LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.25 Cranmore (Asia) Limited

Nominees:

Duncan Scott
Guy Bowker
Elizabeth DaSilva
David Roche

5.26 Cranmore (Asia) Pte Limited

Nominees:

Sandra O'Sullivan
Steve Norrington

5.27 Cranmore (Bermuda) Limited

Nominees:

Guy Bowker
Duncan Scott
David Roche
Elizabeth DaSilva

5.28 Cranmore (UK) Limited

Nominees:

Desmont Allen
Philip Cooper
David Ellis
Adam Grange
Shaun Holden
Steve Norrington
C. Paul Thomas

David Atkins

5.29 Cranmore (US) Inc.

Nominees:

Paul Brockman
Chase Young
Steve Norrington

5.30 Cranmore Australia Pty Limited

Nominees:

Steve Norrington
Sandra O'Sullivan
Nicholas Hall

5.31 Cranmore Insurance and Reinsurance Management Services Europe Ltd

Nominees:

Kieran Hayes
Jason Shortt
David Ellis
Steve Norrington

5.32 Cumberland Holdings Ltd.

Nominees:

Guy Bowker
Mark Smith
David Rocke
Paul O'Shea

5.33 Dana Atlantic LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.34 Dana Companies LLC

Nominees:

Paul Brockman
Edward Houff
Jennifer Miu
Robert Redpath
Joseph A. Stancati
Vicki L. Stringham

5.35 DLCM NO. 1

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.36 DLCM NO. 2

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.37 DLCM NO. 3

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.38 East Point Reinsurance Company of Hong Kong Limited

Nominees:

Sandra O'Sullivan
Siobhan Hextall
Nicholas Hall

5.39 Echlin-Ponce, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.40 EFMG LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.41 Enstar (EU) Finance Limited

Nominees:

Shaun Holden
C. Paul Thomas
Siobhan Hextall
Derek Reid

5.42 Enstar (EU) Holdings Limited

Nominees:

David Grisley
David Hackett
Shaun Holden
C. Paul Thomas
Siobhan Hextall

5.43 Enstar (EU) Limited

Nominees:

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

5.44 Enstar Asia Holdings Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.45 Enstar (US) Inc.

Nominees:

Paul Brockman
Norman Brown
Jennifer Miu
Steve Norrington
Robert Redpath
Richard Seelinger

5.46 Enstar Acquisitions Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.47 Enstar Asia Pacific Pty Ltd

Nominees:

Sandra O'Sullivan

5.48 Enstar Australia Holdings Pty Limited

Nominees:

Mark Smith
Gary Potts
Demian Smith
Bruce Bollom
David Atkins

5.49 Enstar Australia Limited

Nominees:

Sandra O'Sullivan
Nicholas Hall
Brett Henry

5.50 Enstar Financial Services, Inc.

Nominees:

Paul Brockman
Jennifer Miu

5.51 Enstar Financing Ltd.

Nominees:

Mark Smith
Guy Bowker
Duncan Scott
Elizabeth DaSilva

5.52 Enstar Holdings (US) Inc.

Nominees:

Paul Brockman
Norman Brown
Jennifer Miu
Steve Norrington
Richard Seelinger

5.53 Enstar Insurance Management Services Ireland Limited

Nominees:

Kieran Hayes
Orla Gregory

5.54 Enstar Investment Management Ltd.

Nominees:

Guy Bowker
Nazar Alobaidat
Orla Gregory

5.55 Enstar Life (US), Inc.

Nominees:

Kieran Hayes

5.56 Enstar Limited

Nominees:

Paul O'Shea
Mark Smith
Elizabeth DaSilva
David Rocke
Orla Gregory
Guy Bowker

5.57 Enstar USA, Inc.

Nominees:

Paul Brockman
Jennifer Miu

5.58 EPE, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.59 ERS LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.60 Fitzwilliam Insurance Limited

Nominees:

Paul O'Shea
Mark Smith
David Rocke
Guy Bowker
Duncan Scott

5.61 Flatts Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.62 Flight Operations, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.63 Friction, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.64 Friction Material, Inc.

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.65 Glacier Vandervell LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.66 Gordian Runoff Limited

Nominees:

Gary Potts
Demian Smith
Bruce Bollom
David Atkins

5.67 Goshawk Dedicated Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.68 Goshawk Holdings (Bermuda) Limited

Nominees:

Guy Bowker
Duncan Scott
Orla Gregory
David Roche

5.69 Goshawk Insurance Holdings Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.70 Guillamene Holdings Limited

Nominees:

Kieran Hayes
Orla Gregory
Keith Haynes

5.71 Harper Holding SARL

Nominees:

David Roche
John Cassin

Nicholas Packer

5.72 Harper Insurance Limited

Nominees:

Michael Handler
Andreas Iselin
Florian Von Meiss
Stefan Wehrenberg
Mark Smith
Alan Turner
Richard Etridge

5.73 Hillcot Holdings Ltd.

Nominees:

Guy Bowker
Elizabeth DaSilva
David Roche
Duncan Scott

5.74 Hong Kong Reinsurance Company Limited

Nominees:

Sandra O'Sullivan
Siobhan Hextall
Nicholas Hall

5.75 Hose and Tubing Products, LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.76 Inter-Ocean Reinsurance (Ireland) Limited

Nominees:

Orla Gregory
Kevin O'Connor

5.77 Inter-Ocean Reinsurance Company Ltd

Nominees:

Paul O'Shea
Mark Smith
Orla Gregory
Guy Bowker
Duncan Scott

5.78 Kenmare Holdings Ltd.

Nominees:

Guy Bowker
Mark Smith
David Roche
Dominic Silvester
Paul O'Shea
Nicholas Packer

5.79 Kinsale Brokers Limited

Nominees:

Shaun Holden
C. Paul Thomas
David Atkins

5.80 Knapton Holdings Limited**Nominees:**

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.81 Knapton Insurance Limited**Nominees:**

C. Paul Thomas
Alan Turner
Jeremy Riley

5.82 Laguna Life (UK) Limited**Nominees:**

Kieran Hayes
C. Paul Thomas
Siobhan Hextall

5.83 Laguna Life Holdings Limited**Nominees:**

Guy Bowker
Mark Smith
David Roche
Paul O'Shea

5.84 Laguna Life Holdings SARL**Nominees:**

David Roche
John Cassin
Nicholas Packer

5.85 Laguna Life DAC**Nominees:**

Kieran Hayes
Orla Gregory
C. Paul Thomas
David Allen
Alastair Nicoll

5.86 Lipe Corporation**Nominees:**

Joseph A. Stancati
Vicki L. Stringham

5.87 Malakite Underwriting Partners Limited**Nominees:**

Simon Schnorr
Tim Fillingham
Giles Hussey

5.88 Marlon Insurance Company Limited**Nominees:**

Patrick Cogavin
Gary Griffiths
C. Paul Thomas
Alan Turner
Steven Western

5.89 Mercantile Indemnity Company Limited**Nominees:**

C. Paul Thomas
Alan Turner
Steven Western

5.90 Midland Brake, Inc.**Nominees:**

Joseph A. Stancati
Vicki L. Stringham

5.91 North Bay Holdings Limited**Nominees:**

Paul O'Shea
Orla Gregory
Mark Smith
James Carey
Darran Baird

5.92 Northshore Holdings Limited**Nominees:**

Mark Smith
Paul O'Shea
Darran Baird
James Carey
Orla Gregory

5.93 Overseas Reinsurance Corporation Limited**Nominees:**

Paul O'Shea
Mark Smith
David Roche
Duncan Scott
Guy Bowker

5.94 Paget Holdings GmbH Limited**Nominees:**

David Roche
Duncan Scott
Elizabeth DaSilva

5.95 Paladin Managed Care Services, Inc.**Nominees:**

Paul Brockman

Jeffrey D. Miller
Richard Seelinger
Steve Norrington

5.96 Pavonia Life Insurance Company of New York

Nominees:
Paul Brockman
Kieran Hayes
John Dore
Jeanne Mitchell
Daniel O'Brien
Robert Redpath
Philip Toohey

5.97 Pavonia Holdings (US), Inc.

Nominees:
Paul Brockman
Kieran Hayes
Robert Redpath

5.98 Pavonia Life Insurance Company of Michigan

Nominees:
Paul Brockman
Kieran Hayes
Jeanne Mitchell
Tina Flint
Robert Redpath
Kristan Van Der Meer

5.99 Point Bay Insurance Limited

Nominees:
C. Paul Thomas
Phillip McDonald
Derek Patience

5.100 PointSure Insurance Services, Inc.

Nominees:
Paul Brockman
Richard Seelinger
Steve Norrington

5.101 Prattville Mfg., Inc.

Nominees:
Joseph A. Stancati
Vicki L. Stringham

5.102 Providence Washington Insurance Company

Nominees:
Paul Brockman
Jennifer Miu
Teresa Reali

Robert Redpath
Richard Seelinger

5.103 Regis Agencies Limited

Nominees:
C. Paul Thomas
Siobhan Hextall

5.104 Revir Limited

Nominees:
Guy Bowker
Elizabeth DaSilva
David Rocke
Duncan Scott

5.105 River Thames Insurance Company Limited

Nominees:
Patrick Cogavin
Max Lewis
C. Paul Thomas
Alan Turner
Steve Western

5.106 Reinz Wisconsin Gasket LLC

Nominees:
Joseph A. Stancati
Vicki L. Stringham

5.107 Rombalds Run-Off Limited

Nominees:
Derek Reid
C. Paul Thomas
Max Lewis
Gary Griffiths
Steve Western

5.108 Royston Holdings Limited

Nominees:
Guy Bowker
David Rocke
Duncan Scott

5.109 Royston Run-off Limited

Nominees:
Derek Reid
C. Paul Thomas
Siobhan Hextall

5.110 SGL No 1 Limited

Nominees:
Richard Phinn
Mark Smith
James Lee

Brendan Merriman
Richard Phinn

5.111 SGL No 3 Limited

Nominees:

Richard Phinn

5.112 Shelbourne Group Limited

Nominees:

Richard Phinn
Darren Truman

5.113 Shelbourne Syndicate Services Limited

Nominees:

Richard Phinn
Darren Truman

5.114 StarStone Corporate Capital Limited

Nominees:

Mick Summersgill
Alex Cliff

5.115 StarStone Corporate Capital 1 Limited

Nominees:

David Message
Alex Cliff
Demian Smith

5.116 StarStone Corporate Capital 2 Limited

Nominees:

David Message
Alex Cliff
Demian Smith

5.117 StarStone Corporate Capital 4 Limited

Nominees:

Alex Cliff
Demian Smith

5.118 StarStone Corporate Capital 5 Limited

Nominees:

Alex Cliff
Demian Smith

5.119 StarStone Finance Limited

Nominees:

Mick Summersgill
Alex Cliff
David Message

5.120 StarStone Insurance Bermuda Limited

Nominees:

Paul O'Shea
Mark Smith

Orla Gregory
Kathleen Barker
Duncan Scott

5.121 StarStone Insurance Europe AG

Nominees:

Michael Handler
Donat Marxer
Mick Summersgill

5.122 StarStone Insurance SE

Nominees:

Timothy Fillingham
Michael Handler
David Message
Demian Smith
Alex Cliff
Mick Summersgill
Ian Poynton
John Wardrop
Mark Smith

5.123 StarStone Insurance Services Limited

Nominees:

Timothy Fillingham
Alex Cliff
Bent Isachsen
Mick Summersgill

5.124 StarStone National Insurance Company

Nominees:

Kathleen Barker
Paul Brockman
Norman Brown
Robert Redpath
Richard Seelinger
John Shettle
R. Lincoln Trimble

5.125 StarStone Specialty Holdings Limited

Nominees:

Paul O'Shea
Mark Smith
Darran Baird
James Carey
Walker Rainey
John Shettle
Orla Gregory
Norman Brown
Kathleen Barker
Demian Smith
David Message
Nicholas Packer

5.126 StarStone Specialty Insurance Company

Nominees:

Kathleen Barker
Paul Brockman
Norman Brown
Richard Seelinger
Robert Redpath
John Shettle
R. Lincoln Trimble

5.127 StarStone Underwriting Australia Pty Ltd.

Nominees:

Robin Barham
Sandra O'Sullivan
Udo Pickartz

5.128 StarStone Underwriting Limited

Nominees:

Alex Cliff
Nigel Barton
Rachel Delhaise
Demian Smith
John Wardrop
Ewen Gilmour
Tim Fillingham
David Message
Richard Grainger
Darren Truman
Richard Phinn

5.129 StarStone US Holdings Inc.

Nominees:

Norman Brown
John Shettle

5.130 StarStone US Intermediaries Inc.

Nominees:

Norman Brown
John Shettle
R. Lincoln Trimble

5.131 StarStone US Services, Inc.

Nominees:

Norman Brown
John Shettle
R. Lincoln Trimble

5.132 Sussex Holdings, Inc.

Nominees:

Paul Brockman
Jennifer Miu
Robert Redpath

5.133 Sussex Insurance Company

Nominees:

Paul Brockman
John Dore
Anna Hajek
Jennifer Miu
Teresa Reali
Robert Redpath
Richard Seelinger
Michael Sheehan
Cindy Traczyk

5.134 Torque-Traction Manufacturing Technologies LLC

Nominees:

Joseph A. Stancati
Vicki L. Stringham

5.135 Torus Bermuda Intermediaries Ltd.

Nominees:

Elizabeth DaSilva
Duncan Scott
Guy Bowker

5.136 Torus Bermuda Services Limited

Nominees:

Elizabeth DaSilva
Duncan Scott
Guy Bowker

5.137 Torus Specialty Insurance Company Escritorio de Representacao no Brasil Ltda

Nominees:

Oscar Lolato

5.138 Unionamerica Acquisition Company Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.139 Unionamerica Holdings Limited

Nominees:

Derek Reid
C. Paul Thomas
Siobhan Hextall

5.140 Unionamerica Insurance Company Limited

Nominees:

Jeremy Riley
Ann Slade
C. Paul Thomas
Alan Turner

5.141 United Brake Systems, Inc.

Nominees:

Joseph A. Stancati

Vicki L. Stringham

5.142 Vander Haeghen & Co SA

Nominees:

Roger VanderHaeghen

Bertrand VanderHaeghen

Frederic de Haan

Marc Gilis

Kim Torbeyns

Richard Etridge

Timothy Fillingham

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: June 19, 2017

By: /s/ Mark W. Smith

Mark W. Smith

Chief Financial Officer