

Enstar Group LTD
Form 8-K
May 08, 2013

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): May 8, 2013

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.)

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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))

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

(a) On May 8, 2013, the Company held its 2013 Annual General Meeting (the 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 I Directors. The individuals listed below were elected to serve terms expiring at the annual general meeting of shareholders in 2016.

Director	For	Against	Abstain	Broker Non-Votes
Robert J. Campbell	11,308,532	299,797	3,606	1,394,591
Paul J. O Shea	11,565,748	42,621	3,566	1,394,591
Sumit Rajpal	10,488,816	1,109,521	13,598	1,394,591

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

For	Against	Abstain	Broker Non-Votes
10,268,133	1,301,566	42,236	1,394,591

3. Proposal No. 3: 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, 2013 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
12,952,117	41,278	13,131	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
11,139,795	58,771	413,369	1,394,591

Subsidiary Director Nominees:

<u>AG Australia Holdings Limited</u>	<u>Brittany Insurance Company Ltd.</u>	<u>Claremont Liability Insurance Company</u>
Richard J. Harris	Paul J. O Shea	Karl J. Wall
Nicholas A. Packer	Richard J. Harris	Joseph Follis
Steven Given	Adrian C. Kimberley	Andrea Giannetta
Sandra O Sullivan	David Roche	Steven Given
Nicholas Hall	Duncan M. Scott	Donald Woellner
		James Grajewski
		Thomas Nichols
<u>Bantry Holdings Ltd.</u>	<u>Capital Assurance Company Inc.</u>	
Adrian C. Kimberley	Karl J. Wall	
Duncan M. Scott	Andrea Giannetta	<u>Clarendon America Insurance Company</u>
David Roche	James Grajewski	Karl J. Wall
	Steven Given	Joseph Follis
	Thomas Nichols	Steven Given
<u>B.H. Acquisition Limited</u>		Thomas Nichols
Richard J. Harris		Robert Redpath
Paul J. O Shea	<u>Capital Assurance Services Inc.</u>	Michael Sheehan
David Roche	Karl J. Wall	Kathleen Barker
Adrian C. Kimberley	Andrea Giannetta	
	James Grajewski	
	Steven Given	<u>Clarendon Holdings, Inc.</u>
<u>Blackrock Holdings Ltd.</u>	Thomas Nichols	Karl J. Wall
Adrian C. Kimberley		Cheryl D. Davis
Duncan M. Scott		Steven Given
David Roche	<u>Castlewood Limited</u>	Thomas Nichols
	Adrian C. Kimberley	
	Duncan M. Scott	
<u>Bosworth Run-off Limited</u>		<u>Clarendon National Insurance Company</u>
Alan Turner	Elizabeth DaSilva	

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Ludovic de Belleval		Karl J. Wall
C. Paul Thomas	<u>Cavell Holdings Limited</u>	Joseph Follis
Brian J. Walker	C. Paul Thomas	Steven Given
Theo Wilkes	Alan Turner	Thomas Nichols
	Theo Wilkes	Robert Redpath
<u>Brampton Insurance Company Limited</u>		Michael Sheehan
Max Lewis	<u>Cavell Insurance Company Limited</u>	Kathleen Barker
C. Paul Thomas	Steven Western	
Alan Turner	C. Paul Thomas	<u>CLIC Holdings, Inc.</u>
Steven Western	Alan Turner	Karl J. Wall
Theo Wilkes	Theo Wilkes	Cheryl D. Davis
		Steven Given
	<u>Chatsworth Limited</u>	Thomas Nichols
	Richard Harris	
	Adrian C. Kimberley	
	David Roche	
	Elizabeth DaSilva	
	Orla Gregory	

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<u>Comox Holdings Ltd.</u>	<u>Cranmore Australia Pty Limited</u>	<u>Enstar (EU) Limited</u>
Ludovic de Belleval	Sandra O Sullivan	David Atkins
Richard J. Harris	Nicholas Hall	David Grisley
Adrian C. Kimberley	Steven Norrington	David Hackett
David Roche		Michael Lynagh
Yoshinori Yokoo	<u>Cranmore (Asia) Limited</u>	Derek Reid
	David Roche	C. Paul Thomas
<u>Compagnie Europeenne d Assurances Industrielles S.A.</u>	Adrian C. Kimberley	Alan Turner
Nicholas A. Packer	Duncan M. Scott	Shaun Holden
C. Paul Thomas	Elizabeth DaSilva	
Alan Turner		<u>Enstar Acquisition Ltd.</u>
	<u>Cranmore Asia (Pte) Limited</u>	C. Paul Thomas
	Ian Belcher	Alan Turner
<u>Constellation Reinsurance Company</u>	Goh Mei Xuan Michelle	
Karl J. Wall	Steven Norrington	<u>Enstar Australia Holdings Pty Limited</u>
Thomas J. Balkan	Sandra O Sullivan	Gary Potts
Joseph Follis		Jann Skinner
Andrea Giannetta		Bruce Bollom
Mark A. Kern	<u>Cranmore (Bermuda) Limited</u>	Richard J. Harris
Raymond Rizzi	Adrian C. Kimberley	Nicholas A. Packer
Teresa Reali	Duncan M. Scott	
James Grajewski	David Roche	
Jay Banskota	Elizabeth DaSilva	<u>Enstar Australia Limited</u>
Richard C. Ryan		Nicholas A. Packer
Thomas Nichols	<u>Cranmore (US) Inc.</u>	Nicholas Hall
Steven Given	Karl J. Wall	Sandra O Sullivan
Kathleen Barker	Cheryl D. Davis	
	Steven Given	<u>Enstar Brokers Limited</u>

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<u>The Copenhagen Reinsurance Company</u>	Thomas Nichols	Richard J. Harris
C. Paul Thomas	Steven Norrington	Elizabeth DaSilva
Alan Turner		Adrian C. Kimberley
Theo Wilkes	<u>Cumberland Holdings Ltd.</u>	David Roche
	Adrian C. Kimberley	Paul J. O Shea
<u>The Copenhagen Reinsurance Company (UK) Limited</u>	Richard J. Harris	
	Paul J. O Shea	<u>Enstar Financial Services Inc.</u>
Alan Turner	David Roche	Cheryl D. Davis
C. Paul Thomas		Thomas Nichols
Steven Western		
Theo Wilkes	<u>Electricity Producers Insurance Company (Bda) Limited</u>	<u>Enstar Financing Limited</u>
	Paul J. O Shea	Elizabeth DaSilva
<u>Courtenay Holdings Ltd.</u>	Adrian C. Kimberley	Adrian C. Kimberley
Richard J. Harris	David Roche	Richard J. Harris
David Roche	Richard J. Harris	Duncan M. Scott
Adrian C. Kimberley	Orla Gregory	
	Duncan M. Scott	<u>Enstar Group Operations Inc.</u>
<u>Cranmore (UK) Limited</u>		Cheryl D. Davis
Phillip Cooper	<u>Enstar (EU) Finance Limited</u>	Thomas Nichols
David Ellis	C. Paul Thomas	
Shaun Holden	Alan Turner	
C. Paul Thomas	Theo Wilkes	<u>Enstar Holdings (US) Inc.</u>
Steven Norrington	Shaun Holden	Karl J. Wall
Alan Turner		Cheryl D. Davis
Mark Wood	<u>Enstar (EU) Holdings Limited</u>	Steven Given
	David Hackett	Robert V. Deutsch
	C. Paul Thomas	Thomas Nichols
	Alan Turner	

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Shaun Holden

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Enstar Insurance Management Services Ireland Limited

Nicholas A. Packer
 Orla Gregory
 Richard J. Harris
 Kieran Hayes

Flatts Limited

C. Paul Thomas
 Alan Turner
 Theo Wilkes

Harper Insurance Limited

Michael H.P. Handler
 Stefan Wehrenberg
 Dr. Florian von Meiss
 Richard J. Harris

Forsakringsaktiebolaget Assuransinvest MF

Mats Höglund
 Alan Turner

Andreas K. Iselin
 Nicholas A. Packer

Enstar Investment Management Ltd.

Richard J. Harris
 Adrian C. Kimberley
 Roger Thompson
 Lothar Crofton

Nicholas A. Packer

Harrington Sound Limited

Richard J. Harris

Gordian Runoff Limited

Gary Potts
 Jann Skinner

Nicholas A. Packer

Nicholas Hall

Sandra O Sullivan

Enstar Investments Inc.

Karl J. Wall
 Cheryl D. Davis
 Steven Given
 Thomas Nichols

Bruce Bollom

Richard J. Harris

Hillcot Holdings Ltd.

Nicholas A. Packer

Paul J. O Shea

Adrian C. Kimberley

Goshawk Dedicated Ltd.

C. Paul Thomas

Richard J. Harris

Enstar Limited

Paul J. O Shea
 Richard J. Harris
 Adrian C. Kimberley
 David Rocke
 Elizabeth DaSilva

Alan Turner

Hillcot Re Limited

Steven Western

Goshawk Holdings (Bermuda) Limited

Adrian C. Kimberley
 Orla Gregory
 David Rocke

C. Paul Thomas

Alan Turner

Theo Wilkes

Enstar New York, Inc.

Karl J. Wall

Richard J. Harris

Hillcot Underwriting Management Limited

C. Paul Thomas

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Cheryl D. Davis	<u>Goshawk Insurance Holdings Limited</u>	Alan Turner
Steven Given	C. Paul Thomas	Theo Wilkes
Thomas Nichols	Alan Turner	
		<u>Hove Holdings Limited</u>
<u>Enstar (US) Inc.</u>	<u>Guildhall Insurance Company Limited</u>	Richard J. Harris
Karl J. Wall	C. Paul Thomas	Adrian C. Kimberley
Cheryl D. Davis	Alan Turner	David Rocke
Steven Given	Theo Wilkes	Elizabeth DaSilva
Thomas Nichols	Paul Carruthers	
		<u>Hudson Reinsurance Company Limited</u>
<u>Enstar USA Inc.</u>	<u>Harbor Specialty Insurance Company</u>	Paul J. O Shea
Thomas Nichols	Karl J. Wall	Richard J. Harris
Cheryl D. Davis	Joseph Follis	Adrian C. Kimberley
Karl J. Wall	Steven Given	David Rocke
	Thomas Nichols	Duncan M. Scott
	Robert Redpath	
<u>Fieldmill Insurance Company Limited</u>		
Steven Western	Michael Sheehan	<u>Inter-Ocean Holdings Ltd.</u>
C. Paul Thomas	Kathleen Barker	Adrian C. Kimberley
Alan Turner		Duncan M. Scott
Theo Wilkes	<u>Harper Holdings SARL</u>	Richard J. Harris
	Nicholas A. Packer	Orla Gregory
	John Cassin	
<u>Fitzwilliam Insurance Limited</u>		
Paul J. O Shea		
Richard J. Harris		
Adrian C. Kimberley		
David Rocke		
Nicholas A. Packer		

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Inter-Ocean Reinsurance Company Ltd.

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

Longmynd Insurance Company Limited

Steven Western
C. Paul Thomas
Alan Turner
Theo Wilkes

Paladin Managed Care Services, Inc.

Karl J. Wall
Thomas Nichols
Steven Given
Steven Norrington
Teresa Reali

Marlon Insurance Company Limited

Inter-Ocean Reinsurance (Ireland) Ltd.

Richard J. Harris
Orla Gregory
Kevin O Connor

C. Paul Thomas
Alan Turner
Steven Western
Theo Wilkes

PointSure Insurance Services, Inc.

Karl J. Wall
Thomas Nichols
Steven Given
Steven Norrington

Kenmare Holdings Ltd.

Richard J. Harris
Paul J. O Shea
Adrian C. Kimberley
Dominic F. Silvester
David Rocke
Nicholas A. Packer

Mercantile Indemnity Company Limited

C. Paul Thomas
Alan Turner
Brian J. Walker
Theo Wilkes

Paget Holdings GmbH Limited

David Rocke
Elizabeth DaSilva
Duncan Scott
Adrian C. Kimberley

Nordic Run-Off Limited

C. Paul Thomas
Alan Turner
Theo Wilkes

Providence Washington Insurance Company

Karl J. Wall
Joseph Follis
Donald Woellner

Kinsale Brokers Limited

Philip Hernon
C. Paul Thomas
Alan Turner
Shaun Holden

New Castle Reinsurance Company Ltd.

Richard J. Harris
Adrian C. Kimberley

Steven Given
Thomas Nichols
Robert Redpath

Knapton Holdings Limited

Paul J. O Shea

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C. Paul Thomas	David Roche	<u>Providence Washington Insurance Solutions, LLC</u>
Alan Turner		Karl J. Wall
Theo Wilkes	<u>Northshore Holdings Limited</u>	Cheryl D. Davis
	Elizabeth DaSilva	Steven Given
<u>Knapton Insurance Limited</u>	Richard J. Harris	Thomas Nichols
Jeremy Riley	Adrian C. Kimberley	
C. Paul Thomas		<u>PWAC Holdings, Inc.</u>
Alan Turner	<u>Oceania Holdings Ltd.</u>	Karl J. Wall
Brian J. Walker	Richard J. Harris	Cheryl D. Davis
Theo Wilkes	Adrian C. Kimberley	Steven Given
	David Roche	Thomas Nichols
<u>Laguna Life Holdings Ltd.</u>		
Richard J. Harris	<u>Overseas Reinsurance Corporation Limited</u>	<u>PW Acquisition Co.</u>
Adrian C. Kimberley	Adrian C. Kimberley	Karl J. Wall
Paul J. O Shea	Paul J. O Shea	Donald Woellner
David Roche	Richard J. Harris	Steven Given
	David Roche	Thomas Nichols
<u>Laguna Life Holdings SARL</u>		
Nicholas A. Packer	<u>Pavonia Holdings (US), Inc.</u>	<u>Regis Agencies Limited</u>
	Karl J. Wall	C. Paul Thomas
<u>Laguna Life Limited</u>	Thomas Nichols	Alan Turner
Orla Gregory	Steven Given	Theo Wilkes
Nicholas A. Packer	Kieran Hayes	
Kieran Hayes		<u>Revir Limited</u>
David Allen		Richard J. Harris
Alastair Nicoll		Elizabeth DaSilva
		Adrian C. Kimberley

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<u>River Thames Insurance Company Limited</u>	<u>SeaBright Insurance Company</u>	<u>Sun Gulf Holdings, Inc.</u>
Max Lewis	Karl J. Wall	Karl J. Wall
Steven Western	Steven Given	Cheryl D. Davis
C. Paul Thomas	Thomas Nichols	Steven Given
Alan Turner	Michael Sheehan	Thomas Nichols
Theo Wilkes	Robert Redpath	
	David Calandro	<u>Sundown Holdings Limited</u>
<u>Rombalds Limited</u>	John A. Dore	Adrian C. Kimberley
C. Paul Thomas	Nicholas Godellas	David Rocke
Alan Turner	Richard Seelinger	Richard J. Harris
Theo Wilkes		
	<u>SeaBright Holdings, Inc.</u>	<u>Unionamerica Acquisition Company Limited</u>
<u>Rosemont Reinsurance Ltd.</u>	Karl J. Wall	C. Paul Thomas
Paul J. O Shea	Steven Given	Alan Turner
Orla Gregory	Thomas Nichols	Theo Wilkes
Richard J. Harris	Robert Redpath	
Adrian C. Kimberley		
David Rocke	<u>Shelbourne Group Limited</u>	<u>Unionamerica Holdings Limited</u>
	Richard J. Harris	C. Paul Thomas
<u>Royston Holdings Ltd.</u>	Philip Martin	Alan Turner
Adrian C. Kimberley	Paul J. O Shea	Theo Wilkes
Richard J. Harris	Nicholas A. Packer	
David Rocke	Gareth Nokes	<u>Unionamerica Insurance Company Limited</u>
Duncan M. Scott		Jeremy Riley
	<u>Shelbourne Syndicate Services Limited</u>	C. Paul Thomas
<u>Royston Run-off Ltd.</u>	Norman Bernard	Alan Turner
C. Paul Thomas	Paul Carruthers	Paul Carruthers

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Alan Turner	Andrew Elliot	Theo Wilkes
Theo Wilkes	Ewen Gilmour	
	Richard J. Harris	<u>Unione Italiana (UK) Reinsurance Company Limited</u>
<u>Seaton Insurance Company</u>	Philip Martin	Steven Western
Karl J. Wall	Paul J. O Shea	C. Paul Thomas
Thomas Nichols	Nicholas A. Packer	Alan Turner
Joseph Follis	Darren S. Truman	Theo Wilkes
Andrea Giannetta	Gareth Nokes	
Teresa Reali		<u>Virginia Holdings Ltd.</u>
Steven Given	<u>Shelly Bay Holdings Limited</u>	Richard J. Harris
	Nicholas A. Packer	Adrian C. Kimberley
<u>SGL No. 1 Ltd.</u>	Richard J. Harris	David Roche
Richard J. Harris	Sandra O Sullivan	
Paul Carruthers	Nicholas Hall	<u>York Insurance Company</u>
Gareth Nokes		Karl J. Wall
	<u>Simcoe Holdings Ltd.</u>	Joseph Follis
<u>SGL No. 2 Ltd.</u>	Richard J. Harris	Donald Woellner
Paul Carruthers	Adrian C. Kimberley	Steven Given
	David Roche	Thomas Nichols
<u>SGL No. 3 Ltd.</u>	Elizabeth DaSilva	Robert Redpath
Richard J. Harris		

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: May 8, 2013

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