

Enstar Group LTD
 Form 3
 November 15, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	5. If Amendment, Date Original Filed(Month/Day/Year)
A Carey James D			11/06/2013	Enstar Group LTD [ESGR]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	
C/O STONE POINT CAPITAL LLC, 20 HORSENECK LANE				(Check all applicable)	
(Street)				<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
GREENWICH, CT 06830-6327				<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
				(give title below)	
				(specify below)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	1,350,000	I	See Note (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey James D C/O STONE POINT CAPITAL LLC 20 HORSENECK LANE GREENWICH, CT 06830-6327	X	X	X	X

Signatures

/s/ Audrey B. Taranto by power of attorney

11/15/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Consists of: (a) 773,556 ordinary shares held by Trident V, L.P., (b) 542,505 ordinary shares held by Trident V Parallel Fund, L.P., and (c) 33,939 ordinary shares held by Trident V Professionals Fund, L.P. Mr. Carey is a member of the investment committee and owner of one of the four general partners of both of Trident Capital V, L.P. (the general partner of Trident V, L.P.) and Trident Capital V-PF (the

- (1) general partner of Trident V Parallel Fund, L.P.). Mr. Carey is also a member and senior principal of Stone Point Capital LLC and a shareholder and director of Stone Point GP Ltd., which is the general partner of Trident V Professionals Fund, L.P. Mr. Carey disclaims beneficial ownership of the shares held of record or beneficially by Trident V, L.P., Trident V Parallel Fund, L.P., and Trident V Professionals Fund, L.P., except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.