

Enstar Group LTD
Form 8-K
June 22, 2012

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 21, 2012

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

18 Queen Street, Hamilton HM JX Bermuda
(Address of principal executive offices)

Registrant's telephone number, including area code: (441) 292-3645

N/A
(Zip Code)

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 4.01. Changes in Registrant's Certifying Accountant.

(a) Dismissal of Independent Accountant Previously Engaged as Principal Accountant.

As previously reported in Item 4.01 of the Current Report on Form 8-K filed by Enstar Group Limited (the Company) on April 20, 2012 (the Original 8-K), at its meeting on April 17, 2012, the Audit Committee of the Board of Directors of the Company determined not to reappoint Deloitte & Touche Ltd., Bermuda (Deloitte), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. The additional information set forth in Item 4.01(a) of the Original 8-K is incorporated by reference herein.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided Deloitte a copy of the disclosures it is making in this Current Report on Form 8-K prior to filing it with the Securities and Exchange Commission (the Commission) and requested that Deloitte furnish a letter addressed to the Commission stating whether or not it agrees with the above statements. A copy of Deloitte's letter dated June 22, 2012 is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Engagement of New Independent Accountant as Principal Accountant.

At the Company's 2012 Annual General Meeting held June 21, 2012 (the Annual Meeting), the Company's shareholders approved the Audit Committee's appointment of KPMG, a Bermuda partnership (KPMG), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. As previously reported in the Original 8-K, the Audit Committee appointed KPMG at its April 17, 2012 meeting, subject to the approval of the Company's shareholders. The additional information set forth in Item 4.01(b) of the Original 8-K is incorporated by reference herein.

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

(a) On June 21, 2012, the Company held its 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 III Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2015.

Director	For	Against	Abstain	Broker Non-Votes
Dominic F. Silvester	9,504,098	1,325,884	4,415	1,664,455

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

For	Against	Abstain	Broker Non-Votes
8,651,732	1,953,035	229,630	1,664,455

3. Proposal No. 3: Ratification of the selection of KPMG, a Bermuda partnership, to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 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
12,412,227	79,155	7,470	0

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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
10,492,872	82,039	259,486	1,664,455

Subsidiary Director Nominees:

AG Australia Holdings Limited

Richard J. Harris

Nicholas A. Packer

Steven Given

Sandra O. Sullivan

Nicholas Hall

Brittany Insurance Company Ltd.

Paul J. O. Shea

Richard J. Harris

Adrian C. Kimberley

David Roche

Duncan M. Scott

Church Bay Limited

Gary Potts

Jann Skinner

Bruce Bollom

Richard J. Harris

Nicholas A. Packer

American Concept Insurance Company

Karl J. Wall

Robert Carlson

Joseph Follis

Donald Woellner

Donna L. Stolz

John A. Dore

Steven Given

Capital Assurance Company Inc.

Karl J. Wall

Robert Carlson

Andrea Giannetta

James Grajewski

Donna L. Stolz

Steven Given

Capital Assurance Services Inc.

Karl J. Wall

Robert Carlson

Andrea Giannetta

James Grajewski

Donna L. Stolz

Claremont Liability Insurance Company

Karl J. Wall

Robert Carlson

Joseph Follis

Andrea Giannetta

Donna L. Stolz

Steven Given

Donald Woellner

James Grajewski

Bantry Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Roche

Clarendon America Insurance Company

Karl J. Wall

Joseph Follis

Robert Carlson

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B.H. Acquisition Limited

Richard J. Harris

Paul J. O Shea

David Roche

Adrian C. Kimberley

Castlewood Limited

Adrian C. Kimberley

Duncan M. Scott

Elizabeth DaSilva

Steven Given

Thomas Nichols

Robert Redpath

Michael Sheehan

Clarendon Holdings, Inc.

Blackrock Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Roche

Cavell Holdings Limited

C. Paul Thomas

Alan Turner

Karl J. Wall

Cheryl D. Davis

Donna L. Stolz

Robert Carlson

Steven Given

Bosworth Run-off Limited

Alan Turner

Ludovic de Belleval

C. Paul Thomas

Brian J. Walker

Ian Millar

C. Paul Thomas

Alan Turner

Clarendon National Insurance Company

Karl J. Wall

Joseph Follis

Robert Carlson

Steven Given

Brampton Insurance Company Limited

Max Lewis

C. Paul Thomas

Alan Turner

Steven Western

Chatsworth Limited

Adrian C. Kimberley

David Roche

Elizabeth DaSilva

Orla Gregory

Richard J. Harris

Thomas Nichols

Robert Redpath

Michael Sheehan

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<u>Clarendon Select Insurance Company</u>	<u>Copenhagen Reinsurance Services Limited</u>	<u>Electricity Producers Insurance Company (Bda) Limited</u>
Karl J. Wall	Alan Turner	Paul J. O Shea
Joseph Follis	C. Paul Thomas	Adrian C. Kimberley
Robert Carlson		David Roche
Steven Given	<u>Courtenay Holdings Ltd.</u>	Richard J. Harris
Thomas Nichols	Richard J. Harris	Orla Gregory
Robert Redpath	David Roche	Duncan M. Scott
Michael Sheehan	Adrian C. Kimberley	
		<u>Enstar (EU) Finance Limited</u>
<u>CLIC Holdings, Inc.</u>	<u>Cranmore Adjusters Limited</u>	C. Paul Thomas
Karl J. Wall	Phillip Cooper	Alan Turner
Donna L. Stolz	David Ellis	
Robert Carlson	C. Paul Thomas	
Cheryl D. Davis	Steven Norrington	<u>Enstar (EU) Holdings Limited</u>
Steven Given	Alan Turner	David Hackett
	Mark Wood	C. Paul Thomas
		Alan Turner
<u>Comox Holdings Ltd.</u>		
Ludovic de Belleval	<u>Cranmore Adjusters (Australia) Pty Limited</u>	<u>Enstar (EU) Limited</u>
Richard J. Harris	Sandra O Sullivan	David Atkins
Adrian C. Kimberley	Nicholas Hall	David Grisley
Jiro Kasahara	Steven Norrington	David Hackett
David Roche		Michael Lynagh
	<u>Cranmore (Asia) Limited</u>	Duncan McLaughlin
<u>Compagnie Europeenne d Assurances Industrielles S.A.</u>	David Roche	Derek Reid
Nicholas A. Packer	Elizabeth DaSilva	C. Paul Thomas
C. Paul Thomas	Adrian C. Kimberley	Alan Turner
Alan Turner	Duncan M. Scott	

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		<u>Enstar Acquisition Ltd.</u>
<u>Constellation Reinsurance Company</u>	<u>Cranmore Asia (Pte) Limited</u>	C. Paul Thomas
Karl J. Wall	Ian Belcher	Alan Turner
Robert Carlson	Goh Mei Xuan Michelle	
Thomas J. Balkan		<u>Enstar Australia Holdings Pty Ltd.</u>
Joseph Follis	<u>Cranmore (Bermuda) Limited</u>	Gary Potts
Andrea Giannetta	Adrian C. Kimberley	Jann Skinner
Mark A. Kern	Elizabeth DaSilva	Bruce Bollom
Raymond Rizzi	Duncan M. Scott	Richard J. Harris
Teresa Reali	David Roche	Nicholas A. Packer
Donna L. Stolz		
James Grajewski	<u>Cranmore (US) Inc.</u>	<u>Enstar Australia Limited</u>
Jay Banskota	Karl J. Wall	Nicholas A. Packer
Richard C. Ryan	Cheryl D. Davis	Nicholas Hall
Thomas Nichols	Donna L. Stolz	Sandra O Sullivan
Steven Given	Robert Carlson	
	Steven Given	<u>Enstar Brokers Limited</u>
<u>The Copenhagen Reinsurance Company</u>		Richard J. Harris
C. Paul Thomas	<u>Cumberland Holdings Ltd.</u>	Elizabeth DaSilva
Alan Turner	Adrian C. Kimberley	Adrian C. Kimberley
	Richard J. Harris	David Roche
<u>The Copenhagen Reinsurance Company (UK) Limited</u>	Paul J. O Shea	
Alan Turner	David Roche	
C. Paul Thomas		
Steven Western		

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<u>Enstar Financial Services Inc.</u>	<u>Enstar USA Inc.</u>	<u>Harbor Specialty Insurance Company</u>
Robert Carlson	Robert Carlson	Karl J. Wall
Cheryl D. Davis	Cheryl D. Davis	Joseph Follis
	Karl J. Wall	Robert Carlson
		Steven Given
<u>Enstar Financing Limited</u>		Thomas Nichols
Elizabeth DaSilva	<u>Fieldmill Insurance Company Limited</u>	Robert Redpath
Adrian C. Kimberley	Ian Millar	Michael Sheehan
Richard J. Harris	C. Paul Thomas	
Duncan M. Scott	Alan Turner	
		<u>Harper Holdings SARL</u>
		Nicholas A. Packer
<u>Enstar Group Operations Inc.</u>	<u>Fitzwilliam Insurance Limited</u>	John Cassin
Robert Carlson	Paul J. O Shea	
Cheryl D. Davis	Richard J. Harris	
	Adrian C. Kimberley	<u>Harper Insurance Limited</u>
	David Roche	Michael H.P. Handler
<u>Enstar Holdings (US) Inc.</u>	Nicholas A. Packer	Stefan Wehrenberg
Karl J. Wall		Dr. Florian von Meiss
Cheryl D. Davis		Richard J. Harris
Donna L. Stolz	<u>Flatts Limited</u>	Andreas K. Iselin
Robert Carlson	C. Paul Thomas	
Steven Given	Alan Turner	
Robert V. Deutsch		<u>Harrington Sound Limited</u>
	<u>Forskringsaktiebolaget Assuransinvest MF</u>	Richard J. Harris
	Mats Höglund	Nicholas A. Packer
<u>Enstar Insurance Management Services Ireland Limited</u>	C. Paul Thomas	Nicholas Hall
Nicholas A. Packer	Alan Turner	Sandra O Sullivan
Orla Gregory	Nicholas A. Packer	
Richard J. Harris		<u>Hillcot Holdings Ltd.</u>
Kieran Hayes		

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	<u>Gordian Runoff Limited</u>	Paul J. O Shea
<u>Enstar Investment Management Ltd.</u>	Gary Potts	Adrian C. Kimberley
Richard J. Harris	Jann Skinner	Richard J. Harris
Adrian C. Kimberley	Bruce Bollom	
Elizabeth DaSilva	Richard J. Harris	<u>Hillcot Re Limited</u>
	Nicholas A. Packer	Ian Millar
<u>Enstar Investments Inc.</u>		C. Paul Thomas
Karl J. Wall	<u>Goshawk Dedicated Ltd.</u>	Alan Turner
Cheryl D. Davis	C. Paul Thomas	
Donna L. Stolz	Alan Turner	<u>Hillcot Underwriting Management Limited</u>
Robert Carlson		C. Paul Thomas
Steven Given	<u>Goshawk Holdings (Bermuda) Limited</u>	Alan Turner
	Adrian C. Kimberley	
<u>Enstar Limited</u>	Orla Gregory	<u>Hove Holdings Limited</u>
Paul J. O Shea	David Roche	Richard J. Harris
Richard J. Harris	Richard J. Harris	Adrian C. Kimberley
Adrian C. Kimberley		David Roche
David Roche	<u>Goshawk Insurance Holdings Limited</u>	Elizabeth DaSilva
Elizabeth DaSilva	C. Paul Thomas	
	Alan Turner	<u>Hudson Reinsurance Company Limited</u>
<u>Enstar New York, Inc.</u>		Paul J. O Shea
Karl J. Wall	<u>Guildhall Insurance Company Limited</u>	Richard J. Harris
Cheryl D. Davis	C. Paul Thomas	Adrian C. Kimberley
Donna L. Stolz	Paul Carruthers	David Roche
Robert Carlson	Alan Turner	Duncan M. Scott
Steven Given		
		<u>Inter-Ocean Holdings Ltd.</u>
<u>Enstar (US) Inc.</u>		Adrian C. Kimberley

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Karl J. Wall

Duncan M. Scott

Cheryl D. Davis

Richard J. Harris

Donna L. Stolz

Orla Gregory

Robert Carlson

Steven Given

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<u>Inter-Ocean Reinsurance Company Ltd.</u>	<u>Mercantile Indemnity Company Limited</u>	<u>Providence Washington Insurance Company</u>
Adrian C. Kimberley	Ian Millar	Karl J. Wall
Duncan M. Scott	C. Paul Thomas	Robert Carlson
Richard J. Harris	Alan Turner	Joseph Follis
Paul J. O Shea	Brian J. Walker	Donald Woellner
Orla Gregory		Donna L. Stolz
	<u>Mongard Ltd.</u>	John A. Dore
<u>Inter-Ocean Reinsurance (Ireland) Ltd.</u>	Adrian C. Kimberley	Steven Given
Richard J. Harris	Duncan M. Scott	
Orla Gregory	Orla Gregory	<u>Providence Washington Insurance Solutions, LLC</u>
Kevin O Connor	Richard J. Harris	Karl J. Wall
		Robert Carlson
<u>Kenmare Holdings Ltd.</u>	<u>Nordic Run-Off Limited</u>	Cheryl D. Davis
Richard J. Harris	C. Paul Thomas	Donna L. Stolz
Paul J. O Shea	Alan Turner	Steven Given
Adrian C. Kimberley		
Dominic F. Silvester	<u>New Castle Reinsurance Company Ltd.</u>	<u>PWAC Holdings Inc.</u>
David Rocke	Richard J. Harris	Karl J. Wall
Nicholas A. Packer	Adrian C. Kimberley	Cheryl D. Davis
	Paul J. O Shea	Donna L. Stolz
<u>Kinsale Brokers Limited</u>	David Rocke	Robert Carlson
Philip Hernon		Steven Given
C. Paul Thomas	<u>Northshore Holdings Limited</u>	
Alan Turner	Elizabeth DaSilva	<u>PW Acquisition Co.</u>
	Richard J. Harris	Karl J. Wall
<u>Knapton Holdings Limited</u>	Adrian C. Kimberley	Robert Carlson
C. Paul Thomas		Donald Woellner

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Alan Turner	<u>Oceania Holdings Ltd.</u>	Donna L. Stolz
	Richard J. Harris	Steven Given
<u>Knapton Insurance Limited</u>	Adrian C. Kimberley	
Jeremy Riley	David Roche	<u>PW Holdings, Inc.</u>
C. Paul Thomas		Karl J. Wall
Alan Turner	<u>Overseas Reinsurance Corporation Limited</u>	Robert Carlson
Brian J. Walker	Adrian C. Kimberley	Donald Woellner
	Paul J. O Shea	Donna L. Stolz
<u>Laguna Life Limited</u>	Richard J. Harris	Steven Given
Orla Gregory	David Roche	
Paul J. O Shea		<u>Regis Agencies Limited</u>
Nicholas A. Packer	<u>Paget Holdings GmbH Limited</u>	C. Paul Thomas
Richard J. Harris	David Roche	Alan Turner
Kieran J. Hayes	Paul J. O Shea	
David Allen	Richard J. Harris	<u>Revir Limited</u>
Alastair Nicoll	Adrian C. Kimberley	Richard J. Harris
		Elizabeth DaSilva
<u>Longmynd Insurance Company Limited</u>	<u>Providence Washington Holdings, Inc.</u>	Adrian C. Kimberley
Ian Millar	Karl J. Wall	David Roche
C. Paul Thomas	Robert Carlson	
Alan Turner	Donald Woellner	<u>River Thames Insurance Company Limited</u>
	Donna L. Stolz	Max Lewis
<u>Marlon Insurance Company Limited</u>	Steven Given	Ian Millar
C. Paul Thomas		C. Paul Thomas
Alan Turner		Alan Turner
Steven Western		
<u>Marlon Management Services Limited</u>		

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C. Paul Thomas

Alan Turner

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<u>Rombalds Limited</u>	<u>Shelbourne Syndicate Services Limited</u>	<u>Unionamerica Acquisition Company Limited</u>
C. Paul Thomas	Norman Bernard	C. Paul Thomas
Alan Turner	Paul Carruthers	Alan Turner
	Andrew Elliot	
<u>Rosemont Reinsurance Ltd.</u>	<u>Ewen Gilmour</u>	<u>Unionamerica Holdings Limited</u>
Paul J. O Shea	Timothy Hanford	C. Paul Thomas
Orla Gregory	Richard J. Harris	Alan Turner
Richard J. Harris	Philip Martin	
Adrian C. Kimberley	C. Paul Thomas	<u>Unionamerica Insurance Company Limited</u>
David Roche	Paul J. O Shea	Jeremy Riley
	Nicholas A. Packer	C. Paul Thomas
	Darren S. Truman	Paul Carruthers
<u>Royston Holdings Ltd.</u>		Alan Turner
Adrian C. Kimberley		
Richard J. Harris	<u>Shelly Bay Holdings Limited</u>	
David Roche	Nicholas A. Packer	<u>Unione Italiana (UK) Reinsurance Company Limited</u>
Duncan M. Scott	Richard J. Harris	Ian Millar
	Sandra O Sullivan	C. Paul Thomas
	Nicholas Hall	Alan Turner
<u>Royston Run-off Ltd.</u>		
C. Paul Thomas		
Alan Turner	<u>Simcoe Holdings Ltd.</u>	<u>Virginia Holdings Ltd.</u>
	Richard J. Harris	Richard J. Harris
	Adrian C. Kimberley	Adrian C. Kimberley
	David Roche	David Roche
	Elizabeth DaSilva	
	<u>Sun Gulf Holdings, Inc.</u>	<u>York Insurance Company</u>
	Karl J. Wall	Karl J. Wall
		Robert Carlson

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Steven Given

Robert Carlson

Joseph Follis

Cheryl D. Davis

Donald Woellner

SGL No. 1 Ltd.

Donna L. Stolz

Donna L. Stolz

Richard J. Harris

Steven Given

John A. Dore

Timothy Hanford

Steven Given

C. Paul Thomas

Sundown Holdings Limited

Adrian C. Kimberley

SGL No. 3 Ltd.

David Roche

Richard J. Harris

Richard J. Harris

Timothy Hanford

TGI Australia Limited

Shelbourne Group Limited

Gary Potts

Timothy Hanford

Jann Skinner

Richard J. Harris

Bruce Bollom

Philip Martin

Richard J. Harris

C. Paul Thomas

Nicholas A. Packer

Paul J. O Shea

Nicholas A. Packer

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
16.1	Letter of Deloitte & Touche Ltd., Bermuda, dated June 22, 2012.

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.

Date: June 22, 2012

ENSTAR GROUP LIMITED

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