

Enstar Group LTD
Form 8-K
June 13, 2014

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 10, 2014

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.)

N/A

**P.O. Box HM 2267, Windsor Place, 3rd Floor
22 Queen Street, Hamilton HM JX Bermuda**

(Address of principal executive offices)

(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 June 10, 2014, the Company held its 2014 Annual General Meeting (the Annual Meeting).

(b) At the Annual Meeting, the shareholders voted on the following five proposals and cast their votes as described below.

1. Proposal No. 1: Election of Class II Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2017.

Director	For	Against	Abstain	Broker Non-Votes
James D. Carey	11,697,059	1,212,200	3,935	1,489,864

2. Proposal No. 2: Amendment of the Company's By-laws to Create an Additional Series of Non-Voting Common Shares. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
12,695,019	194,803	23,372	1,489,864

3. Proposal No. 3: Advisory vote to approve executive compensation. This proposal was approved.

For	Against	Abstain	Broker Non-Votes
11,455,617	1,441,412	16,165	1,489,864

4. 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, 2014 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
14,347,283	48,152	7,623	0

5. Proposal No. 5: Election of subsidiary directors identified in Proposal No. 5 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
12,872,363	16,455	24,376	1,489,864

Subsidiary Director Nominees:

5.1 AG Australia Holdings Limited

Richard J. Harris
 Nicholas A. Packer
 Steven Given
 Sandra O Sullivan
 Nicholas Hall

5.2 Alopuc Ltd.

Derek Reid
 C. Paul Thomas
 Alan Turner
 Theo Wilkes

5.3 Arden Reinsurance Limited

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

5.4 Atrium Underwriting Group Ltd.

5.5 Atrium Risk Management Services (Washington) Ltd.

Richard Harries
 James Lee
 Lee Greenway
 Peter Hargrave

5.6 Atrium Risk Management Services (British Columbia) Ltd.

Richard Harries
 James Lee
 Lee Greenway
 Peter Hargrave

5.7 Atrium Insurance Agency (Asia) PTE

Steven Cook
 Richard Harries
 James Lee
 Mark Hollingworth
 Peter Hargrave

5.8 Atrium 5 Ltd.

5.10 Atrium Group Services Ltd.

Steven Cook
 Richard Harries
 James Lee

5.11 Atrium Underwriters Ltd.

Steven Cook
 Richard Harries
 James Lee
 Gordon Hamilton
 Nicholas A. Packer
 Paul J. O Shea

Andrew Elliott

Scott Moser
 Kirsty Steward
 Andrew Winyard
 Toby Drysdale

Samit Shah
 James Cox

5.12 Atrium Underwritings

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Steven Cook	Steven Cook	Holdings Ltd.
Richard Harries	Richard Harries	Steven Cook
James Lee	James Lee	Richard Harries
Gordon Hamilton		James Lee
Nicholas A. Packer	5.9 Atrium Insurance	
Paul J. O Shea	Agency Ltd.	5.13 Atrium 1 Ltd.
Richard J. Harris	Steven Cook	Steven Cook
John Shettle	Richard Harries	Richard Harries
Scott Moser	James Lee	James Lee
	David Wade	

5.14 Atrium 2 Ltd.

Steven Cook

Richard Harries

James Lee

5.25 Blackrock Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Rocke

5.33 Cavell Insurance

Company Limited

Steve Western

C. Paul Thomas

Alan Turner

5.15 Atrium 3 Ltd.

Steven Cook

Richard Harries

James Lee

5.26 Bosworth Run-off Limited

Alan Turner

Ludovic de Belleval

C. Paul Thomas

Brian J. Walker

Theo Wilkes

5.34 Chatsworth Limited

Richard J. Harris

Adrian C. Kimberley

5.16 Atrium 4 Ltd.

Steven Cook

Richard Harries

James Lee

Theo Wilkes

5.27 Brampton Insurance

Company Limited

Max Lewis

David Rocke

Elizabeth DaSilva

Orla Gregory

5.17 Atrium 6 Ltd.

Steven Cook

Richard Harries

James Lee

C. Paul Thomas

Alan Turner

Steve Western

Theo Wilkes

5.35 Claremont Liability

Insurance Company

Robert Redpath

Joseph Follis

Andrea Giannetta

Steven Given

5.18 Atrium 7 Ltd.

Steven Cook

Richard Harries

James Lee

5.28 Brittany Insurance

Company Ltd.

Paul J. O Shea

Richard J. Harris

Adrian C. Kimberley

Donald Woellner

James Grajewski

Thomas Nichols

5.36 Clarendon America

5.19 Atrium 8 Ltd.	David Rocke	Insurance Company
Steven Cook	Duncan M. Scott	Joseph Follis
Richard Harries		Steven Given
James Lee	5.29 Capital Assurance	Thomas Nichols
	Company, Inc.	Robert Redpath
5.20 Atrium 9 Ltd.	Robert Redpath	Michael Sheehan
Steven Cook	Andrea Giannetta	Kathleen Barker
Richard Harries	James Grajewski	
James Lee	Steven Given	5.37 Clarendon Holdings,
	Thomas Nichols	Inc.
5.21 Atrium 10 Ltd.		Kathleen Barker
Steven Cook	5.30 Capital Assurance	Steven Given
Richard Harries	Services, Inc.	Thomas Nichols
James Lee	Andrea Giannetta	
	James Grajewski	5.38 Clarendon National
5.22 Bantry Holdings Ltd.	Steven Given	Insurance Company
Adrian C. Kimberley	Thomas Nichols	Joseph Follis
Duncan M. Scott		Steven Given
David Rocke	5.31 Castlewood Limited	Thomas Nichols
	Adrian C. Kimberley	Robert Redpath
5.23 Bayshore Holdings Ltd.	Duncan M. Scott	Michael Sheehan
Richard J. Harris	Elizabeth DaSilva	Kathleen Barker
Paul J. O Shea		
Nicholas A. Packer	5.32 Cavell Holdings Limited	5.39 CLIC Holdings, Inc.
Darran Baird	C. Paul Thomas	Cheryl D. Davis
James Carey	Alan Turner	Steven Given

Theo Wilkes

Thomas Nichols

5.24 B.H. Acquisition Limited

Richard J. Harris

Paul J. O Shea

David Rocke

Adrian C. Kimberley

5.40 Comox Holdings Ltd.	5.47 Cranmore Asia (Pte)	5.56 Enstar (EU) Finance
Ludovic de Belleval	Limited	Limited
Richard J. Harris	Ian Belcher	C. Paul Thomas
Adrian C. Kimberley	Goh Mei Xuan Michelle	Alan Turner
David Rocke	Steven Norrington	Theo Wilkes
Yoshinori Yokoo	Sandra O Sullivan	Shaun Holden
5.41 Constellation Reinsurance	5.48 Cranmore (Bermuda)	5.57 Enstar (EU) Holdings
Company	Limited	Limited
Robert Redpath	Adrian C. Kimberley	David Hackett
Thomas J. Balkan	Duncan M. Scott	C. Paul Thomas
Joseph Follis	David Rocke	Alan Turner
Andrea Giannetta	Elizabeth DaSilva	Shaun Holden
Mark A. Kern		
Raymond Rizzi	5.49 Cranmore (US) Inc.	5.58 Enstar (EU) Limited
Teresa Reali	Cheryl D. Davis	David Atkins
James Grajewski	Steven Given	David Grisley
Jay Banskota	Thomas Nichols	David Hackett
Richard C. Ryan	Steven Norrington	Michael Lynagh
Thomas Nichols		Derek Reid
Steven Given	5.50 Cumberland Holdings Ltd.	C. Paul Thomas
Kathleen Barker	Adrian C. Kimberley	Alan Turner
	Richard J. Harris	Shaun Holden
5.42 The Copenhagen	Paul J. O Shea	
Reinsurance Company (UK)	David Rocke	5.59 Enstar Acquisitions

Limited

Alan Turner

C. Paul Thomas

Steve Western

Theo Wilkes

5.43 Courtenay Holdings Ltd.

Richard J. Harris

David Roche

Adrian C. Kimberley

5.44 Cranmore (UK) Limited

Phillip Cooper

David Ellis

Shaun Holden

C. Paul Thomas

Steven Norrington

Alan Turner

Mark Wood

5.45 Cranmore (Australia) Pty

Limited

Sandra O Sullivan

Nicholas Hall

Steven Norrington

5.51 DLCM No. 1 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.52 DLCM No. 2 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.53 DLCM No. 3 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.54 Eastshore Holdings Ltd.

Elizabeth DaSilva

Richard J. Harris

Adrian C. Kimberley

Duncan M. Scott

David Roche

5.55 Electricity Producers

Insurance Company (Bda)

Limited

Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.60 Enstar Australia Holdings

Pty Ltd.

Gary Potts

Jann Skinner

Bruce Bollom

Richard J. Harris

Nicholas A. Packer

5.61 Enstar Australia Limited

Nicholas A. Packer

Nicholas Hall

Sandra O Sullivan

5.62 Enstar Brokers Limited

Richard J. Harris

Elizabeth DaSilva

Adrian C. Kimberley

David Roche

Paul J. O Shea

5.63 Enstar Financial Services

5.46 Cranmore (Asia) Limited

Paul J. O Shea

Inc.

David Rocke

Adrian C. Kimberley

Cheryl D. Davis

Adrian C. Kimberley

David Rocke

Thomas Nichols

Duncan M. Scott

Richard J. Harris

Elizabeth DaSilva

Orla Gregory

Duncan M. Scott

5.64 Enstar Financing Limited	5.73 Enstar Life (US), Inc.	5.82 Harper Holdings SARL
Elizabeth DaSilva	Richard J. Harris	Nicholas A. Packer
Adrian C. Kimberley	Kieran Hayes	John Cassin
Richard J. Harris	John Moran	
Duncan M. Scott	Gareth Nokes	5.83 Harper Insurance Limited
	5.74 Enstar USA Inc.	Michael H.P. Handler
5.65 Enstar Group Operations Inc.	Thomas Nichols	Stefan Wehrenberg
Cheryl D. Davis	Cheryl D. Davis	Dr. Florian von Meiss
Thomas Nichols		Richard J. Harris
	5.75 Fieldmill Insurance Company Limited	Andreas K. Iselin
5.66 Enstar Holdings (US) Inc.	Steve Western	Nicholas A. Packer
Cheryl D. Davis	C. Paul Thomas	5.84 Harrington Sound Limited
Steven Given	Alan Turner	Richard J. Harris
Robert V. Deutsch	Theo Wilkes	Nicholas A. Packer
Thomas Nichols	5.76 Fitzwilliam Insurance Limited	Nicholas Hall
	Paul J. O Shea	Sandra O Sullivan
5.67 Enstar Insurance Management Services Ireland Limited	Richard J. Harris	5.85 Hillcot Holdings Ltd.
Nicholas A. Packer	Adrian C. Kimberley	Paul J. O Shea
Orla Gregory	David Rocke	Adrian C. Kimberley
Richard J. Harris	Nicholas A. Packer	Richard J. Harris

Kieran Hayes	5.77 Flatts Limited	5.86 Hillcot Re Limited
	C. Paul Thomas	Steve Western
5.68 Enstar Investment Management Ltd.	Alan Turner	C. Paul Thomas
	Theo Wilkes	Alan Turner
Richard J. Harris		Theo Wilkes
Adrian C. Kimberley	5.78 Gordian Runoff Limited	
Roger Thompson	Limited	5.87 Hillcot Underwriting Management Limited
Lothar Crofton	Gary Potts	C. Paul Thomas
	Jann Skinner	Alan Turner
5.69 Enstar Investments Inc.	Bruce Bollom	Theo Wilkes
Cheryl D. Davis	Richard J. Harris	
Steven Given	Nicholas A. Packer	
Thomas Nichols		5.88 Hove Holdings Limited
	5.79 Goshawk Dedicated Limited	Richard J. Harris
5.70 Enstar Limited	Limited	Adrian C. Kimberley
Paul J. O Shea	C. Paul Thomas	David Rocke
Richard J. Harris	Alan Turner	Elizabeth DaSilva
Adrian C. Kimberley	Theo Wilkes	
David Rocke		5.89 Hudson Reinsurance Company Limited
Elizabeth DaSilva	5.80 Goshawk Holdings (Bermuda) Limited	Paul J. O Shea
	Adrian C. Kimberley	Richard J. Harris
5.71 Enstar New York, Inc.	Orla Gregory	Adrian C. Kimberley
Cheryl D. Davis	David Rocke	David Rocke
Steven Given	Richard J. Harris	Duncan M. Scott
Thomas Nichols		

5.72 Enstar (US) Inc.

Robert Redpath

Paul Brockman

Cheryl D. Davis

Steven Given

Thomas Nichols

5.81 Goshawk Insurance

Holdings Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.90 Inter-Ocean Holdings

Ltd.

Adrian C. Kimberley

Duncan M. Scott

Richard J. Harris

Orla Gregory

5.91 Inter-Ocean Reinsurance Company Ltd.	5.99 Laguna Life Limited	5.107 Overseas Reinsurance Corporation Limited
Adrian C. Kimberley	Orla Gregory	Adrian C. Kimberley
Duncan M. Scott	Paul J. O Shea	Paul J. O Shea
Richard J. Harris	Kieran Hayes	Richard J. Harris
Paul J. O Shea	David Allen	David Rocke
Orla Gregory	Alastair Nicoll	
5.92 Inter-Ocean Reinsurance (Ireland) Ltd.	5.100 Longmynd Insurance Company Limited	5.108 Pavonia Holdings (US), Inc.
Richard J. Harris	Steve Western	Kieran Hayes
Orla Gregory	C. Paul Thomas	Robert Redpath
Kevin O Connor	Alan Turner	Orla Gregory
	Theo Wilkes	Richard J. Harris
		John Moran
5.93 Kenmare Holdings Ltd.	5.101 Marlon Insurance Company Limited	5.109 Pavonia Life Insurance Company of Delaware
Richard J. Harris	C. Paul Thomas	Kieran Hayes
Paul J. O Shea	Alan Turner	Robert Redpath
Adrian C. Kimberley	Steve Western	Orla Gregory
Dominic F. Silvester	Theo Wilkes	Richard J. Harris
David Rocke		John Moran
Nicholas A. Packer	5.102 Mercantile Indemnity Company Limited	
	C. Paul Thomas	5.110 Pavonia Life Insurance Company of Arizona
5.94 Kinsale Brokers Limited	Alan Turner	

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C. Paul Thomas	Brian J. Walker	Kieran Hayes
Alan Turner	Theo Wilkes	Robert Redpath
Shaun Holden		Orla Gregory
Kenny McManus	5.103 Nordic Run-Off Limited	Richard J. Harris
	C. Paul Thomas	John Moran
5.95 Knapton Holdings Limited	Alan Turner	
	Theo Wilkes	5.111 Pavonia Life Insurance Company of Michigan
C. Paul Thomas		
Alan Turner	5.104 New Castle Reinsurance Company Ltd.	Kieran Hayes
Theo Wilkes	Richard J. Harris	Robert Redpath
		Orla Gregory
5.96 Knapton Insurance Limited	Adrian C. Kimberley	Richard J. Harris
	Paul J. O Shea	John Moran
Jeremy Riley	David Roche	Francis Ortiz
C. Paul Thomas		
Alan Turner	5.105 Northshore Holdings Limited	5.112 Pavonia Life Insurance Company of New York
Brian J. Walker	Richard J. Harris	Kieran Hayes
Theo Wilkes	Paul J. O Shea	Robert Redpath
		Orla Gregory
5.97 Laguna Life Holdings Ltd.	Nicholas A. Packer	Richard J. Harris
	Darran Baird	John Moran
Richard J. Harris	James Carey	William Latza
Adrian C. Kimberley		
Paul J. O Shea	5.106 Oceania Holdings Ltd.	Philip Toohey
David Roche	Richard J. Harris	Daniel O Brien
	Adrian C. Kimberley	

5.98 Laguna Life Holdings

David Roche

SARL

Nicholas A. Packer

John Cassin

5.113 Paladin Managed Care

Services, Inc.

Thomas Nichols

Steven Given

Steven Norrington

5.114 PointSure Insurance

Services, Inc.

Thomas Nichols

Steven Given

Steven Norrington

5.123 Rosemont Reinsurance

Ltd.

Paul J. O Shea

Orla Gregory

Richard J. Harris

Adrian C. Kimberley

David Rocke

5.131 Shelbourne Group

Limited

Richard J. Harris

Philip Martin

Paul J. O Shea

Nicholas A. Packer

Gareth Nokes

5.115 Paget Holdings GmbH

Limited

David Rocke

Elizabeth DaSilva

Duncan M. Scott

Adrian C. Kimberley

5.124 Royston Holdings Ltd.

Adrian C. Kimberley

Richard J. Harris

David Rocke

Duncan M. Scott

5.132 Shelbourne Syndicate

Services Limited

Norman Bernard

Paul Carruthers

Andrew Elliot

Ewen Gilmour

5.116 Providence Washington

Insurance Company

Joseph Follis

Donald Woellner

Steven Given

Thomas Nichols

Robert Redpath

5.125 Royston Run-off Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

Richard J. Harris

Philip Martin

Paul J. O Shea

Nicholas A. Packer

Darren S. Truman

5.126 Seaton Insurance

Company

Joseph Follis

Andrea Giannetta

Steven Given

Thomas Nichols

Gareth Nokes

Dominic Sharp

Gary Griffiths

5.117 PWAC Holdings Inc.

Cheryl D. Davis

Steven Given

Thomas Nichols

5.133 Shelly Bay Holdings

Limited

	Teresa Reali	Nicholas A. Packer
5.118 PW Acquisition Co.		Richard J. Harris
Donald Woellner	5.127 SGL No. 1 Limited	Sandra O Sullivan
Steven Given	Richard J. Harris	Nicholas Hall
Thomas Nichols	Paul Carruthers	
	Gareth Nokes	5.134 Simcoe Holdings Ltd.
5.119 Regis Agencies Limited		Richard J. Harris
C. Paul Thomas	5.128 SGL No. 3 Limited	Adrian C. Kimberley
Alan Turner	Richard J. Harris	David Rocke
Theo Wilkes		Elizabeth DaSilva
	5.129 SeaBright Insurance	
5.120 Revir Limited	Company	5.135 Sun Gulf Holdings, Inc.
Richard J. Harris	Steven Given	Cheryl D. Davis
Elizabeth DaSilva	Thomas Nichols	Steven Given
Adrian C. Kimberley	Michael Sheehan	Thomas Nichols
David Rocke	Robert Redpath	
	David Calandro	5.136 Sundown Holdings
5.121 River Thames Insurance	John A. Dore	Limited
Company Limited	Nicholas Godellas	Adrian C. Kimberley
Max Lewis	Richard Seelinger	David Rocke
Steve Western	Ian Millar	Richard J. Harris
C. Paul Thomas		
Alan Turner	5.130 SeaBright Holdings, Inc.	5.137 Unionamerica
Theo Wilkes	Steven Given	Acquisition Company Limited
	Thomas Nichols	C. Paul Thomas
5.122 Rombalds Limited	Robert Redpath	Alan Turner

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C. Paul Thomas

Theo Wilkes

Alan Turner

Theo Wilkes

**5.138 Unionamerica Holdings
Limited**

C. Paul Thomas

Alan Turner

Theo Wilkes

**5.139 Unionamerica Insurance
Company Limited**

Jeremy Riley

C. Paul Thomas

Alan Turner

Paul Carruthers

Theo Wilkes

**5.140 Unione Italiana (UK)
Reinsurance Company Limited**

Steve Western

C. Paul Thomas

Alan Turner

Theo Wilkes

5.141 Virginia Holdings Ltd.

Richard J. Harris

Adrian C. Kimberley

David Rocke

5.142 Veranda Holdings Ltd.

Richard J. Harris

Paul J. O Shea

Nicholas A. Packer

Darran Baird

James Carey

**5.143 Westshore Holdings
Ltd.**

Elizabeth DaSilva

Richard J. Harris

Duncan M. Scott

Adrian C. Kimberley

David Rocke

**5.144 York Insurance
Company**

Joseph Follis

Donald Woellner

Steven Given

Thomas Nichols

Robert Redpath

5.145 609 Capital Limited

Steven Cook

Richard Harries

James Lee

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 13, 2014

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