

Enstar Group LTD
 Form 3
 November 15, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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 <u>(1)</u>

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
STONE POINT CAPITAL LLC STONE POINT CAPITAL LLC 20 HORSENECK LANE GREENWICH, CT 06830-6327	Â X	Â	Â	Â
TRIDENT V, L.P. 20 HORSENECK LANE GREENWICH, CT 06830	Â X	Â	Â	Â
Trident V Parallel Fund, L.P. 20 HORSENECK LANE GREENWICH, CT 06830	Â X	Â	Â	Â
Trident V Professionals Fund, L.P. 20 HORSENECK LANE GREENWICH, CT 06830	Â X	Â	Â	Â

Signatures

/s/ David J. Wermuth, Senior Principal	11/06/2013
**Signature of Reporting Person	Date
By: Trident Capital V, L.P., its sole general partner, By:DW Trident V, LLC, a general partner, By: /s/ David J. Wermuth, Member	11/06/2013
**Signature of Reporting Person	Date
By: Trident Capital V, L.P., its sole general partner, By:DW Trident V, LLC, a general partner, By: /s/ David J. Wermuth, Member	11/06/2013
**Signature of Reporting Person	Date
By:Stone Point GP Ltd., its sole general partner, By: /s/ David J. Wermuth, Secretary	11/06/2013
**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).
- (1) Consists of: (1) 773,556 ordinary shares ("Shares") of Enstar Group Ltd. ("Enstar") held by Trident V, L.P., (b) 542,505 Shares held by Trident V Parallel Fund, L.P., and (c) 33,939 Shares held by Trident V Professionals Fund, L.P. Pursuant to certain management agreements, Stone Point Capital LLC ("Stone Point") and a subsidiary have received limited delegated authority in respect of, and may be deemed a beneficial owner of, the Shares held by Trident V, L.P. and Trident V Parallel Fund, L.P. As the manager of the general partner of Trident V Professionals Fund, L.P., Stone Point has limited authority in respect of, and may be deemed a beneficial owner of, the Shares held by Trident V Professionals Fund, L.P. Each of the reporting persons disclaims beneficial ownership of the Shares disclosed herein except to the extent of such person's pecuniary interest therein, if any.

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Remarks:

On November 6, 2013, James D. Carey, a senior principal of Stone Point Capital LLC, was appointed

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