

Silvester Dominic Francis Michael
Form 4
March 13, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Silvester Dominic Francis Michael

(Last) (First) (Middle)

P.O. BOX HM 2267, WINDSOR
PLACE, 3RD FLOOR, 22 QUEEN
STREET

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Enstar Group LTD [ESGR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

HAMILTON, D0 HM JX

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares	03/11/2019		P		263	A \$ <u>164.88</u> ⁽¹⁾	455,656	I	By Rock Pigeon Limited <u>(2)</u>
Ordinary Shares	03/12/2019		P		902	A \$ <u>167.94</u> ⁽³⁾	456,558	I	By Rock Pigeon Limited <u>(2)</u>
Ordinary Shares	03/12/2019		P		26,610	A \$ <u>170</u> ⁽⁴⁾	483,168	I	By Rock Pigeon Limited

(2)

Ordinary
Shares50,339 ⁽⁵⁾ D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Silvester Dominic Francis Michael
P.O. BOX HM 2267, WINDSOR PLACE
3RD FLOOR, 22 QUEEN STREET
HAMILTON, D0 HM JX

X

Chief Executive Officer

Signatures

/s/ Audrey B. Taranto by power of
attorney

03/13/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) The price reported is a weighted average price. The reporting person purchased these shares in multiple transactions at prices ranging from \$164.57 to \$164.96, inclusive. The reporting person undertakes to provide to Enstar Group Limited ("Enstar"), any security holder of Enstar, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares

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purchased at each separate price within the range set forth in this footnote (1).

- (2) Rock Pigeon Limited is a Guernsey company of which Mr. Silvester and his spouse own 58.66% and 41.34%, respectively.

- (3) The price reported is a weighted average price. The reporting person purchased these shares in multiple transactions at prices ranging from \$167.50 to \$168.00, inclusive. The reporting person undertakes to provide to Enstar Group Limited ("Enstar"), any security holder of Enstar, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote (1).

- (4) The price reported is a weighted average price. The reporting person purchased these shares in multiple transactions at prices ranging from \$169.99 to \$170.00, inclusive. The reporting person undertakes to provide to Enstar Group Limited ("Enstar"), any security holder of Enstar, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote (1).

- (5) Includes 10,000 RSUs that vest in two equal annual installments on May 10, 2019 and 2020.

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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