

Enstar Group LTD
Form SC 13G/A
February 10, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Enstar Group Limited
(Name of Issuer)
Ordinary Shares, par value \$0.0125 per share
(Title of Class of Securities)
G3075 P101
(CUSIP Number)
December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G3075 P101

NAME OF REPORTING PERSONS

1. Trident II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

SOLE VOTING POWER

5.

NUMBER OF None

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 822,031 (a)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON None

SHARED DISPOSITIVE POWER

8.

WITH: 822,031

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 822,031

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

6.1% (a)

TYPE OF REPORTING PERSON

12.

PN

(a) Under the bye-laws of Enstar Group Limited, the voting power of Ordinary Shares held by any shareholder shall be adjusted to the extent necessary so that no shareholder has more than 9.5% of the voting power. Accordingly, the filing person may not have voting power with respect to all of the Ordinary Shares beneficially owned by such person. The filing person disclaims any responsibility for the effects resulting from any adjustment to voting power of Ordinary Shares under the bye-laws of Enstar Group Limited.

CUSIP No. G3075 P101

NAME OF REPORTING PERSONS

1. Trident Capital II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

SOLE VOTING POWER

5.

NUMBER OF None

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 822,031 (a)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON None

SHARED DISPOSITIVE POWER

8.

WITH: 822,031

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 822,031

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

6.1% (a)

TYPE OF REPORTING PERSON

12.

PN

(a) Under the bye-laws of Enstar Group Limited, the voting power of Ordinary Shares held by any shareholder shall be adjusted to the extent necessary so that no shareholder has more than 9.5% of the voting power. Accordingly, the filing person may not have voting power with respect to all of the Ordinary Shares beneficially owned by such person. The filing person disclaims any responsibility for the effects resulting from any adjustment to voting power of Ordinary Shares under the bye-laws of Enstar Group Limited.

CUSIP No. G3075 P101

NAME OF REPORTING PERSONS

1. Marsh & McLennan Capital Professionals Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

SOLE VOTING POWER

5.

NUMBER OF None

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 23,499 (a)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON None

SHARED DISPOSITIVE POWER

8.

WITH: 23,499

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 23,499

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

0.2% (a)

TYPE OF REPORTING PERSON

12.

PN

(a) Under the bye-laws of Enstar Group Limited, the voting power of Ordinary Shares held by any shareholder shall be adjusted to the extent necessary so that no shareholder has more than 9.5% of the voting power. Accordingly, the filing person may not have voting power with respect to all of the Ordinary Shares beneficially owned by such person. The filing person disclaims any responsibility for the effects resulting from any adjustment to voting power of Ordinary Shares under the bye-laws of Enstar Group Limited.

CUSIP No. G3075 P101

NAME OF REPORTING PERSONS

1. Marsh & McLennan Employees Securities Company, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

SOLE VOTING POWER

5.

NUMBER OF None

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 24,802 (a)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON None

SHARED DISPOSITIVE POWER

8.

WITH: 24,802

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 24,802

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

0.2% (a)

TYPE OF REPORTING PERSON

12.

PN

(a) Under the bye-laws of Enstar Group Limited, the voting power of Ordinary Shares held by any shareholder shall be adjusted to the extent necessary so that no shareholder has more than 9.5% of the voting power. Accordingly, the filing person may not have voting power with respect to all of the Ordinary Shares beneficially owned by such person. The filing person disclaims any responsibility for the effects resulting from any adjustment to voting power of Ordinary Shares under the bye-laws of Enstar Group Limited.

CUSIP No. G3075 P101

NAME OF REPORTING PERSONS

1. Stone Point Capital LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5.

NUMBER OF SHARES

None

SHARED VOTING POWER

6.

BENEFICIALLY OWNED BY EACH REPORTING PERSON

870,332 (a)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON

None

SHARED DISPOSITIVE POWER

8.

WITH: 870,332

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 870,332

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.

6.4% (a)

TYPE OF REPORTING PERSON

12.

PN

(a) Under the bye-laws of Enstar Group Limited, the voting power of Ordinary Shares held by any shareholder shall be adjusted to the extent necessary so that no shareholder has more than 9.5% of the voting power. Accordingly, the filing person may not have voting power with respect to all of the Ordinary Shares beneficially owned by such person. The filing person disclaims any responsibility for the effects resulting from any adjustment to voting power of Ordinary Shares under the bye-laws of Enstar Group Limited.

CUSIP No. G3075 P101

ITEM 1(a) NAME OF ISSUER:

Enstar Group Limited (the Company)

ITEM 1(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

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

ITEM 2(a) NAMES OF PERSON FILING:

Trident II, L.P.
Trident Capital II, L.P.
Marsh & McLennan Capital Professionals Fund, L.P.
Marsh & McLennan Employees Securities Company, L.P.
Stone Point Capital LLC

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

For:

Trident II, L.P.
Trident Capital II, L.P.
Marsh & McLennan Capital Professionals Fund, L.P.
Marsh & McLennan Employees Securities Company, L.P.
c/o Maples & Calder, Ugland House, Box 309
South Church Street, Georgetown
Grand Cayman, Cayman Islands

For:

Stone Point Capital LLC
20 Horseneck Lane
Greenwich, CT 06830

ITEM 2(c) CITIZENSHIP:

Trident II, L.P. Cayman Islands
Trident Capital II, L.P. Cayman Islands
Marsh & McLennan Capital Professionals Fund, L.P. Cayman Islands
Marsh & McLennan Employees Securities Company, L.P. Cayman Islands
Stone Point Capital LLC United States

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Ordinary Shares, par value \$0.0125 per share (the Ordinary Shares)

ITEM 2(e) CUSIP NUMBER:

G3075 P101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable. The report is filed pursuant to Rule 13d-1(d).

ITEM 4. OWNERSHIP

Trident II, L.P. (Trident II) is the direct beneficial owner of 822,031 ordinary shares of the Company (Ordinary Shares).

The sole general partner of Trident II is Trident Capital II, L.P. (Trident GP). As the general partner, Trident GP holds voting and investment power with respect to the securities of the Company that are, or may be deemed to be, beneficially owned by Trident II. The manager of Trident II is Stone Point Capital LLC (Stone Point), and the members of Stone Point are Charles A. Davis, Meryl D. Hartzband, James D. Carey, Nicolas D. Zerbib and David J. Wermuth. In its role as manager, Stone Point has authority delegated to it by Trident GP to exercise voting rights of Ordinary Shares on behalf of Trident II but does not have any power with respect to disposition of Ordinary Shares held by Trident II.

The general partners of Trident GP are four single member limited liability companies that are owned by individuals who are members of Stone Point (Messrs. Davis, Carey and Wermuth and Ms. Hartzband).

Each of the single member limited liability companies that is a general partner of Trident GP has disclaimed beneficial ownership of the Ordinary Shares that are, or may be deemed to be, beneficially owned by Trident II, except to the extent of their individual pecuniary interest therein. Stone Point also has disclaimed beneficial ownership of the Ordinary Shares that are, or may be deemed to be, beneficially owned by Trident II. This report shall not be construed as an admission that such persons are the beneficial owners of Ordinary Shares for any purpose.

Marsh & McLennan Capital Professionals Fund, L.P. (Trident PF) and Marsh & McLennan Employees Securities Company, L.P. (Trident ESC) have agreed with Trident II that (i) Trident ESC will divest its holdings in the Company only in parallel with Trident II, (ii) Trident PF will not dispose of its holdings in the Company before Trident II disposes of its interest, and (iii) to the extent that Trident PF elects to divest its interest in the Company at the same time as Trident II, Trident PF will divest its holdings in the Company in parallel with Trident II. As a result of this agreement, Trident II may be deemed to beneficially own 48,301 Ordinary Shares directly held by Trident PF and Trident ESC, and Trident PF and Trident ESC may be deemed to be beneficially own 822,031 Ordinary Shares directly held by Trident II. Trident II disclaims beneficial ownership of the Ordinary Shares that are, or may be deemed to be, beneficially owned by Trident PF and Trident ESC, and Trident PF and Trident ESC each disclaims beneficial ownership of the Ordinary Shares that are, or may be deemed to be, beneficially owned by Trident II.

The sole general partner of Trident PF is a company controlled by individuals who are members of Stone Point. The sole general partner of Trident ESC is a company that is a wholly-owned subsidiary of Marsh & McLennan Companies, Inc. Stone Point has been granted a limited power of attorney by the sole general partner of Trident ESC which, among other things, gives Stone Point authority to execute this filing on behalf of Trident ESC. A copy of this power of attorney is attached as Exhibit A hereto.

Trident II, Trident PF and Trident ESC are parties to a registration rights agreement which grants such parties certain registration rights with respect to the Ordinary Shares held by such shareholders. The registration rights agreement is filed as Exhibit 10.1 of the Company's Form 8-K12B filed with the Securities and Exchange Commission on January 31, 2007.

The information in items 5 through 9 and item 11 on the cover pages to this Schedule 13G/A is hereby incorporated by reference.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Exhibit B.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION.

(a) Not applicable. This filing is made pursuant to Rule 13d-1(d).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2010

TRIDENT II, L.P.

By: Trident Capital II, L.P., its sole general partner

By: CD Trident II, LLC, a general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Vice President

TRIDENT CAPITAL II, L.P.

By: CD Trident II, LLC, a general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Vice President

STONE POINT CAPITAL LLC

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Principal

MARSH & MCLENNAN CAPITAL

PROFESSIONALS FUND, L.P.

By: Stone Point GP Ltd., its sole general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Secretary

MARSH & MCLENNAN EMPLOYEES

SECURITIES COMPANY, L.P.

By: Marsh & McLennan GP I, Inc., its sole general partner

By: Stone Point Capital LLC,
agent/attorney-in-fact

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Principal

Exhibit A
LIMITED POWER OF ATTORNEY

For purposes of the investment in Enstar Group Limited (**Enstar**) held by Trident II, L.P. (**Trident II**) and Marsh & McLennan Employees Securities Company, L.P. (**Trident II ESC**), the undersigned, Marsh & McLennan GP I, Inc. (**MMC GP**), does hereby irrevocably constitute and appoint Stone Point Capital LLC (**Stone Point**), with full power of substitution, the true and lawful attorney-in-fact and agent of the undersigned to act on behalf of Trident II ESC, to execute, acknowledge, verify, swear to, deliver, record and file any and all of the following:

- (a) all filings, if any, with the U.S. Securities and Exchange Commission to be made by Trident II ESC with respect to its ownership in Castlewood including without limitation SEC Forms 3, 4 and 5 as well as SEC Schedule 13D or 13G;
- (b) all documents and agreements to be executed by Trident II ESC relating to the holding and disposition of shares of common stock of Castlewood owned by Trident II ESC, provided that the disposition of shares by Trident II ESC shall be permitted only if it is in parallel with Trident II, as required under the terms of that certain amended and restated co-investment agreement, dated as of May 31, 2005, among Trident II, Trident II ESC and the other parties thereto; and
- (c) any other documents, instruments or agreements determined by Stone Point to be necessary in connection with the foregoing.

Any person dealing with Trident II ESC may conclusively presume and rely upon the fact that any instrument referred to above, executed by such attorney-in-fact and agent, is authorized, regular and binding, without further inquiry. THIS POWER OF ATTORNEY AND THE RIGHTS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS. THIS POWER OF ATTORNEY EXPIRES MARCH 31, 2010.

MARSH & McLENNAN EMPLOYEES
SECURITIES COMPANY, L.P.
By: MARSH & McLENNAN GP I, INC.

By: /s/ Luciana Fato
Name: Luciana Fato
Title: Secretary

January 23, 2008

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Exhibit B

JOINT FILING AGREEMENT

The undersigned agree that the statement on Schedule 13G/A to which this exhibit is attached is filed on behalf of each of them in the capacities set forth below.

Dated: February 9, 2010

TRIDENT II, L.P.

By: Trident Capital II, L.P., its sole general partner

By: CD Trident II, LLC, a general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Vice President

TRIDENT CAPITAL II, L.P.

By: CD Trident II, LLC, a general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Vice President

STONE POINT CAPITAL LLC

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Principal

MARSH & MCLENNAN CAPITAL
PROFESSIONALS FUND, L.P.

By: Stone Point GP Ltd., its sole general partner

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Secretary

MARSH & MCLENNAN EMPLOYEES
SECURITIES COMPANY, L.P.

By: Marsh & McLennan GP I, Inc., its sole general partner

By: Stone Point Capital LLC,
agent/attorney-in-fact

By: /s/ David J. Wermuth

Name: David J. Wermuth

Title: Principal