

Enstar Group LTD  
Form 3  
November 15, 2013

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

OMB APPROVAL

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**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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(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<br>STONE POINT CAPITAL LLC<br>20 HORSENECK LANE<br>GREENWICH, CT 06830-6327 | Â X           | Â         | Â       | Â     |
| TRIDENT V, L.P.<br>20 HORSENECK LANE<br>GREENWICH, CT 06830   | Â X           | Â         | Â       | Â     |
| Trident V Parallel Fund, L.P.<br>20 HORSENECK LANE<br>GREENWICH, CT 06830                           | Â X           | Â         | Â       | Â     |
| Trident V Professionals Fund, L.P.<br>20 HORSENECK LANE<br>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,<br>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,<br>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

## Edgar Filing: Enstar Group LTD - Form 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.