

Enstar Group LTD  
Form 4  
January 07, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Packer Nicholas Andrew

(Last) (First) (Middle)

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

(Street)

HAMILTON, D0 HM JX

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President

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

**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 Ownership (Instr. 4) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |   |   |
| Ordinary Shares                 | 01/03/2014                           |  | S <sup>(1)</sup>               | 250   | D   | \$ 138.4374<br>(2)                                       | 349,225                                    | I | By Hove Investments Holding Ltd.<br>(3) |
| Ordinary Shares                 | 01/03/2014                           |  | S <sup>(1)</sup>               | 1,750   | D   | \$ 137.6566<br>(4)                                       | 347,475                                    | I | By Hove Investments Holding Ltd.<br>(3) |
| Ordinary Shares                 | 01/06/2014                           |  | S <sup>(1)</sup>               | 838   | D   | \$ 137.3862<br>(5)                                       | 346,637                                    | I | By Hove Investments Holding Ltd.        |

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|                 |            |                  |       |   |                  |          |         |   | (3)  |
|-----------------|------------|------------------|-------|---|------------------|----------|---------|---|--|
| Ordinary Shares | 01/06/2014 | S <sup>(1)</sup> | 900   | D | \$<br><u>(6)</u> | 136.4007 | 345,737 | I | By Hove Investments Holding Ltd.<br><u>(3)</u> |
| Ordinary Shares | 01/06/2014 | S <sup>(1)</sup> | 662   | D | \$<br><u>(7)</u> | 135.4945 | 345,075 | I | By Hove Investments Holding Ltd.<br><u>(3)</u> |
| Ordinary Shares | 01/07/2014 | S <sup>(1)</sup> | 100   | D | \$ 136.4         |          | 344,975 | I | By Hove Investments Holding Ltd.<br><u>(3)</u> |
| Ordinary Shares | 01/07/2014 | S <sup>(1)</sup> | 1,600 | D | \$ <u>(8)</u>    | 135.555  | 343,375 | I | By Hove Investments Holding Ltd.<br><u>(3)</u> |
| Ordinary Shares |            |                  |       |   |                  |          | 16,695  | 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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Packer Nicholas Andrew  
P.O. BOX HM 2267, WINDSOR PLACE,  
3RD FLOOR, 22 QUEEN STREET  
HAMILTON, D0 HM JX

Executive Vice President

## Signatures

/s/ Audrey B. Taranto by power of  
attorney

01/07/2014

\_\_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) Effected pursuant to a Rule 10b5-1(c) sales plan adopted by Hove Investments Holdings Ltd. on November 12, 2013 and modified on November 27, 2013.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.25 to \$138.65, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) through (8) of this Form 4.

(3) Hove Investments Holding Ltd. is owned by the Hove Trust. The trustee of the Hove Trust is R&H Trust Co. (BVI) Limited. The reporting person and his immediate family are the sole beneficiaries of the Hove Trust.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.15 to \$138.04, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.94 to \$137.89, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.06 to \$136.85, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.03 to \$135.84, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.19 to \$136.03, inclusive.

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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