

FR XI Offshore GP, L.P.
Form 3
April 11, 2014

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 Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FIRST RESERVE FUND XII LP			(Month/Day/Year)	Enstar Group LTD [ESGR]	
(Last)	(First)	(Middle)	04/01/2014	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O FIRST RESERVE,Â ONE LAFAYETTE PLACE				(Check all applicable)	
(Street)				<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
GREENWICH,Â CTÂ 06830				<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
				(give title below)	(specify below)

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)
Voting Ordinary Stock, par value \$1.00 per share ("Ordinary	652,596	I	See footnotes <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Ordinary Shares	11,715	I	See footnotes <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Ordinary Shares	809,989	I	See footnotes <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Ordinary Shares	26,911	I	See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</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)

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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIRST RESERVE FUND XII LP C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
FR XII A PARALLEL VEHICLE LP C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
FR XI Offshore AIV, L.P. C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
FR Torus Co-Investment, L.P. C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
First Reserve GP XII Ltd C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
First Reserve GP XII, LP C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
FR XI Offshore GP, L.P. C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
FR XI Offshore GP Ltd C/O FIRST RESERVE ONE LAFAYETTE PLACE GREENWICH, CT 06830	â X	â	â	â
	â X	â	â	â

MACAULAY WILLIAM E
C/O FIRST RESERVE
ONE LAFAYETTE PLACE
GREENWICH, CT 06830

Signatures

FIRST RESERVE FUND XII, L.P., BY: FIRST RESERVE GP XII, L.P., its general partner,
BY: FIRST RESERVE GP XII LIMITED, its general partner, By: /s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FR XII-A PARALLEL VEHICLE, L.P., BY: FIRST RESERVE GP XII, L.P., its general
partner, BY: FIRST RESERVE GP XII LIMITED, its general partner, By: /s/ Anne E. Gold,
Name: Anne E. Gold, Title: Chief Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FR XI OFFSHORE AIV, L.P., BY: FR XI OFFSHORE GP, L.P., its general partner, BY: FR
XI OFFSHORE GP LIMITED, its general partner, By: /s/ Anne E. Gold, Name: Anne E. Gold,
Title: Chief Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FR TORUS CO-INVESTMENT, L.P., BY: FIRST RESERVE GP XII LIMITED, its general
partner, By: /s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief Compliance Officer,
Secretary 04/11/2014

__Signature of Reporting Person Date

FIRST RESERVE GP XII LIMITED, By: /s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief
Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FIRST RESERVE GP XII, L.P., BY: FIRST RESERVE GP XII LIMITED, its general partner,
By: /s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FR XI OFFSHORE GP, L.P., BY: FR XI OFFSHORE GP LIMITED, its general partner, By:
/s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

FR XI OFFSHORE GP LIMITED, By: /s/ Anne E. Gold, Name: Anne E. Gold, Title: Chief
Compliance Officer, Secretary 04/11/2014

__Signature of Reporting Person Date

WILLIAM E. MACAULAY, By: /s/ Anne E. Gold, Name: Anne E. Gold, Title:
Attorney-in-fact 04/11/2014

__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) Represents Ordinary Shares held directly by First Reserve Fund XII, L.P. ("First Reserve XII").
- (2) Represents Ordinary Shares held directly by FR XII-A Parallel Vehicle L.P., ("FR XII-A").
- (3) Represents Ordinary Shares held directly by FR XI Offshore AIV, L.P. ("FR XI Offshore AIV").

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- (4) Represents Ordinary Shares held directly by FR Torus Co-Investment, L.P. ("FR Co-Invest," together with First Reserve XII, FR XII-A and FR XI Offshore AIV, the "First Reserve Vehicles").

First Reserve GP XII Limited ("XII Limited") is the general partner of First Reserve GP XII, L.P. ("XII GP"), which in turn is the general partner of each of First Reserve XII and FR XII-A. XII Limited is the general partner of FR Co-Invest. William E. Macaulay is a director of XII Limited, and has the right to appoint a majority of the Board of Directors of XII Limited. By virtue of Mr. Macaulay's right to

- (5) appoint a majority of the directors of XII Limited, Mr. Macaulay may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose of or direct the disposition of) the Ordinary Shares held by each of First Reserve XII, FR XII-A and FR Co-Invest and therefore, Mr. Macaulay may be deemed to be a beneficial owner of such Ordinary Shares.

- (6) FR XI Offshore GP, L.P. ("GP XI Offshore") is the general partner of FR XI Offshore AIV. FR XI Offshore GP Limited ("GP XI Offshore Limited", together with the First Reserve Vehicles, XII Limited, XII GP, GP XI Offshore and Mr. Macaulay, collectively the "Reporting Persons") is the general partner of GP XI Offshore.

Each of such Reporting Persons may be deemed to beneficially own the Ordinary Shares beneficially owned by the First Reserve Vehicles directly or indirectly controlled by it, but each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of such Ordinary Shares, disclaims beneficial ownership of the Ordinary Shares held by the First Reserve Vehicles except to the

- (7) extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than the First Reserve Vehicles as to their direct holdings of Ordinary Shares, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney.

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.