

Enstar Group LTD
Form 4
March 15, 2017

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)

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)

03/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

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 Beneficial Ownership (Instr. 4)
Ordinary Shares	03/13/2017		M ⁽¹⁾	250,000	A \$ 141.1	552,474	D
Ordinary Shares	03/13/2017		D ⁽¹⁾	250,000	D \$ 191.65	302,474	D

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

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information contained in this form are not
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(9-02)

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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 Underlying Security (Instr. 3 and 4)
Cash-Settled Stock Appreciation Right	\$ 141.1	03/13/2017		M ⁽¹⁾	250,000	03/02/2017 ⁽²⁾ 12/31/2017	Ordinary Shares ⁽³⁾

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
03/15/2017

__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).

- Exercise of the Cash-Settled Stock Appreciation Rights (the "SARs") is reported as the simultaneous purchase and sale to the issuer of the
- (1) number of ordinary shares for which the SARs were exercised. Pursuant to their terms, the SARs were only exercisable in cash and the reporting person did not receive any ordinary shares.
 - (2) Reflects vesting and expiration dates amended from the original terms of the award.
 - (3) The SARs are settled in cash and the reporting person will not receive issuer ordinary shares upon exercise.

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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