

Enstar Group LTD
Form 8-K
June 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 10, 2014

Enstar Group Limited

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-33289
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

N/A

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

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (441) 292-3645

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 10, 2014, the Company held its 2014 Annual General Meeting (the Annual Meeting).

(b) At the Annual Meeting, the shareholders voted on the following five proposals and cast their votes as described below.

1. Proposal No. 1: Election of Class II Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2017.

| Director | For | Against | Abstain | Broker Non-Votes |
|-----------------|------------|----------------|----------------|-------------------------|
| James D. Carey | 11,697,059 | 1,212,200 | 3,935 | 1,489,864 |

2. Proposal No. 2: Amendment of the Company's By-laws to Create an Additional Series of Non-Voting Common Shares. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 12,695,019 | 194,803 | 23,372 | 1,489,864 |

3. Proposal No. 3: Advisory vote to approve executive compensation. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 11,455,617 | 1,441,412 | 16,165 | 1,489,864 |

4. Proposal No. 4: Ratification of the selection of KPMG Audit Limited to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 and authorization of the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 14,347,283 | 48,152 | 7,623 | 0 |

5. Proposal No. 5: Election of subsidiary directors identified in Proposal No. 5 of the Company's Proxy Statement. All of the individual subsidiary director nominees listed below received the same total number of votes; these vote totals are provided in the table that follows. The Company's Board of Directors will cause its corporate representative or proxy to vote the shares it holds in its subsidiaries in the same proportion as the votes received at this Annual Meeting.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 12,872,363 | 16,455 | 24,376 | 1,489,864 |

Subsidiary Director Nominees:

5.1 AG Australia Holdings Limited

Richard J. Harris
 Nicholas A. Packer
 Steven Given
 Sandra O Sullivan
 Nicholas Hall

5.2 Alopuc Ltd.

Derek Reid
 C. Paul Thomas
 Alan Turner
 Theo Wilkes

5.3 Arden Reinsurance Limited

Adrian C. Kimberley
 David Rocke
 Paul J. O Shea
 Richard J. Harris
 Nicholas A. Packer

5.4 Atrium Underwriting Group Ltd.

5.5 Atrium Risk Management Services (Washington) Ltd.

Richard Harries
 James Lee
 Lee Greenway
 Peter Hargrave

5.6 Atrium Risk Management Services (British Columbia) Ltd.

Richard Harries
 James Lee
 Lee Greenway
 Peter Hargrave

5.7 Atrium Insurance Agency (Asia) PTE

Steven Cook
 Richard Harries
 James Lee
 Mark Hollingworth
 Peter Hargrave

5.8 Atrium 5 Ltd.

5.10 Atrium Group Services Ltd.

Steven Cook
 Richard Harries
 James Lee

5.11 Atrium Underwriters Ltd.

Steven Cook
 Richard Harries
 James Lee
 Gordon Hamilton
 Nicholas A. Packer
 Paul J. O Shea

Andrew Elliott

Scott Moser
 Kirsty Steward
 Andrew Winyard
 Toby Drysdale
 Samit Shah
 James Cox

5.12 Atrium Underwritings

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| | | |
|--------------------|-----------------------------|---------------------------|
| Steven Cook | Steven Cook | Holdings Ltd. |
| Richard Harries | Richard Harries | Steven Cook |
| James Lee | James Lee | Richard Harries |
| Gordon Hamilton | | James Lee |
| Nicholas A. Packer | 5.9 Atrium Insurance | |
| Paul J. O Shea | Agency Ltd. | 5.13 Atrium 1 Ltd. |
| Richard J. Harris | Steven Cook | Steven Cook |
| John Shettle | Richard Harries | Richard Harries |
| Scott Moser | James Lee | James Lee |
| | David Wade | |

5.14 Atrium 2 Ltd.

Steven Cook

Richard Harries

James Lee

5.25 Blackrock Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Rocke

5.33 Cavell Insurance

Company Limited

Steve Western

C. Paul Thomas

Alan Turner

5.15 Atrium 3 Ltd.

Steven Cook

Richard Harries

James Lee

5.26 Bosworth Run-off Limited

Alan Turner

Ludovic de Belleval

C. Paul Thomas

Brian J. Walker

Theo Wilkes

5.34 Chatsworth Limited

Richard J. Harris

Adrian C. Kimberley

5.16 Atrium 4 Ltd.

Steven Cook

Richard Harries

James Lee

Theo Wilkes

5.27 Brampton Insurance

Company Limited

Max Lewis

David Rocke

Elizabeth DaSilva

Orla Gregory

5.17 Atrium 6 Ltd.

Steven Cook

Richard Harries

James Lee

C. Paul Thomas

Alan Turner

Steve Western

Theo Wilkes

5.35 Claremont Liability

Insurance Company

Robert Redpath

Joseph Follis

Andrea Giannetta

Steven Given

5.18 Atrium 7 Ltd.

Steven Cook

Richard Harries

James Lee

5.28 Brittany Insurance

Company Ltd.

Paul J. O Shea

Richard J. Harris

Adrian C. Kimberley

Donald Woellner

James Grajewski

Thomas Nichols

5.36 Clarendon America

| | | |
|------------------------------------|-------------------------------------|---------------------------------|
| 5.19 Atrium 8 Ltd. | David Rocke | Insurance Company |
| Steven Cook | Duncan M. Scott | Joseph Follis |
| Richard Harries | | Steven Given |
| James Lee | 5.29 Capital Assurance | Thomas Nichols |
| | Company, Inc. | Robert Redpath |
| 5.20 Atrium 9 Ltd. | Robert Redpath | Michael Sheehan |
| Steven Cook | Andrea Giannetta | Kathleen Barker |
| Richard Harries | James Grajewski | |
| James Lee | Steven Given | 5.37 Clarendon Holdings, |
| | Thomas Nichols | Inc. |
| 5.21 Atrium 10 Ltd. | | Kathleen Barker |
| Steven Cook | 5.30 Capital Assurance | Steven Given |
| Richard Harries | Services, Inc. | Thomas Nichols |
| James Lee | Andrea Giannetta | |
| | James Grajewski | 5.38 Clarendon National |
| 5.22 Bantry Holdings Ltd. | Steven Given | Insurance Company |
| Adrian C. Kimberley | Thomas Nichols | Joseph Follis |
| Duncan M. Scott | | Steven Given |
| David Rocke | 5.31 Castlewood Limited | Thomas Nichols |
| | Adrian C. Kimberley | Robert Redpath |
| 5.23 Bayshore Holdings Ltd. | Duncan M. Scott | Michael Sheehan |
| Richard J. Harris | Elizabeth DaSilva | Kathleen Barker |
| Paul J. O Shea | | |
| Nicholas A. Packer | 5.32 Cavell Holdings Limited | 5.39 CLIC Holdings, Inc. |
| Darran Baird | C. Paul Thomas | Cheryl D. Davis |
| James Carey | Alan Turner | Steven Given |

Theo Wilkes

Thomas Nichols

5.24 B.H. Acquisition Limited

Richard J. Harris

Paul J. O Shea

David Rocke

Adrian C. Kimberley

| | | |
|---------------------------------------|--------------------------------------|----------------------------------|
| 5.40 Comox Holdings Ltd. | 5.47 Cranmore Asia (Pte) | 5.56 Enstar (EU) Finance |
| Ludovic de Belleval | Limited | Limited |
| Richard J. Harris | Ian Belcher | C. Paul Thomas |
| Adrian C. Kimberley | Goh Mei Xuan Michelle | Alan Turner |
| David Rocke | Steven Norrington | Theo Wilkes |
| Yoshinori Yokoo | Sandra O Sullivan | Shaun Holden |
| 5.41 Constellation Reinsurance | 5.48 Cranmore (Bermuda) | 5.57 Enstar (EU) Holdings |
| Company | Limited | Limited |
| Robert Redpath | Adrian C. Kimberley | David Hackett |
| Thomas J. Balkan | Duncan M. Scott | C. Paul Thomas |
| Joseph Follis | David Rocke | Alan Turner |
| Andrea Giannetta | Elizabeth DaSilva | Shaun Holden |
| Mark A. Kern | | |
| Raymond Rizzi | 5.49 Cranmore (US) Inc. | 5.58 Enstar (EU) Limited |
| Teresa Reali | Cheryl D. Davis | David Atkins |
| James Grajewski | Steven Given | David Grisley |
| Jay Banskota | Thomas Nichols | David Hackett |
| Richard C. Ryan | Steven Norrington | Michael Lynagh |
| Thomas Nichols | | Derek Reid |
| Steven Given | 5.50 Cumberland Holdings Ltd. | C. Paul Thomas |
| Kathleen Barker | Adrian C. Kimberley | Alan Turner |
| | Richard J. Harris | Shaun Holden |
| 5.42 The Copenhagen | Paul J. O Shea | |
| Reinsurance Company (UK) | David Rocke | 5.59 Enstar Acquisitions |

Limited

Alan Turner

C. Paul Thomas

Steve Western

Theo Wilkes

5.43 Courtenay Holdings Ltd.

Richard J. Harris

David Roche

Adrian C. Kimberley

5.44 Cranmore (UK) Limited

Phillip Cooper

David Ellis

Shaun Holden

C. Paul Thomas

Steven Norrington

Alan Turner

Mark Wood

5.45 Cranmore (Australia) Pty

Limited

Sandra O Sullivan

Nicholas Hall

Steven Norrington

5.51 DLCM No. 1 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.52 DLCM No. 2 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.53 DLCM No. 3 Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.54 Eastshore Holdings Ltd.

Elizabeth DaSilva

Richard J. Harris

Adrian C. Kimberley

Duncan M. Scott

David Roche

5.55 Electricity Producers

Insurance Company (Bda)

Limited

Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.60 Enstar Australia Holdings

Pty Ltd.

Gary Potts

Jann Skinner

Bruce Bollom

Richard J. Harris

Nicholas A. Packer

5.61 Enstar Australia Limited

Nicholas A. Packer

Nicholas Hall

Sandra O Sullivan

5.62 Enstar Brokers Limited

Richard J. Harris

Elizabeth DaSilva

Adrian C. Kimberley

David Roche

Paul J. O Shea

5.63 Enstar Financial Services

5.46 Cranmore (Asia) Limited

Paul J. O Shea

Inc.

David Rocke

Adrian C. Kimberley

Cheryl D. Davis

Adrian C. Kimberley

David Rocke

Thomas Nichols

Duncan M. Scott

Richard J. Harris

Elizabeth DaSilva

Orla Gregory

Duncan M. Scott

| | | |
|--|---|--------------------------------------|
| 5.64 Enstar Financing Limited | 5.73 Enstar Life (US), Inc. | 5.82 Harper Holdings SARL |
| Elizabeth DaSilva | Richard J. Harris | Nicholas A. Packer |
| Adrian C. Kimberley | Kieran Hayes | John Cassin |
| Richard J. Harris | John Moran | |
| Duncan M. Scott | Gareth Nokes | 5.83 Harper Insurance Limited |
| | 5.74 Enstar USA Inc. | Michael H.P. Handler |
| 5.65 Enstar Group Operations Inc. | Thomas Nichols | Stefan Wehrenberg |
| Cheryl D. Davis | Cheryl D. Davis | Dr. Florian von Meiss |
| Thomas Nichols | | Richard J. Harris |
| | 5.75 Fieldmill Insurance Company Limited | Andreas K. Iselin |
| 5.66 Enstar Holdings (US) Inc. | Steve Western | Nicholas A. Packer |
| Cheryl D. Davis | C. Paul Thomas | 5.84 Harrington Sound Limited |
| Steven Given | Alan Turner | Richard J. Harris |
| Robert V. Deutsch | Theo Wilkes | Nicholas A. Packer |
| Thomas Nichols | 5.76 Fitzwilliam Insurance Limited | Nicholas Hall |
| | Paul J. O Shea | Sandra O Sullivan |
| 5.67 Enstar Insurance Management Services Ireland Limited | Richard J. Harris | 5.85 Hillcot Holdings Ltd. |
| Nicholas A. Packer | Adrian C. Kimberley | Paul J. O Shea |
| Orla Gregory | David Rocke | Adrian C. Kimberley |
| Richard J. Harris | Nicholas A. Packer | Richard J. Harris |

| | | |
|---|--|---|
| Kieran Hayes | 5.77 Flatts Limited | 5.86 Hillcot Re Limited |
| | C. Paul Thomas | Steve Western |
| 5.68 Enstar Investment Management Ltd. | Alan Turner | C. Paul Thomas |
| | Theo Wilkes | Alan Turner |
| Richard J. Harris | | Theo Wilkes |
| Adrian C. Kimberley | 5.78 Gordian Runoff Limited | |
| Roger Thompson | Limited | 5.87 Hillcot Underwriting Management Limited |
| Lothar Crofton | Gary Potts | C. Paul Thomas |
| | Jann Skinner | Alan Turner |
| 5.69 Enstar Investments Inc. | Bruce Bollom | Theo Wilkes |
| Cheryl D. Davis | Richard J. Harris | |
| Steven Given | Nicholas A. Packer | |
| Thomas Nichols | | 5.88 Hove Holdings Limited |
| | 5.79 Goshawk Dedicated Limited | Richard J. Harris |
| 5.70 Enstar Limited | Limited | Adrian C. Kimberley |
| Paul J. O Shea | C. Paul Thomas | David Rocke |
| Richard J. Harris | Alan Turner | Elizabeth DaSilva |
| Adrian C. Kimberley | Theo Wilkes | |
| David Rocke | | 5.89 Hudson Reinsurance Company Limited |
| Elizabeth DaSilva | 5.80 Goshawk Holdings (Bermuda) Limited | Paul J. O Shea |
| | Adrian C. Kimberley | Richard J. Harris |
| 5.71 Enstar New York, Inc. | Orla Gregory | Adrian C. Kimberley |
| Cheryl D. Davis | David Rocke | David Rocke |
| Steven Given | Richard J. Harris | Duncan M. Scott |
| Thomas Nichols | | |

5.72 Enstar (US) Inc.

Robert Redpath

Paul Brockman

Cheryl D. Davis

Steven Given

Thomas Nichols

5.81 Goshawk Insurance

Holdings Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

5.90 Inter-Ocean Holdings

Ltd.

Adrian C. Kimberley

Duncan M. Scott

Richard J. Harris

Orla Gregory

| | | |
|--|---|---|
| 5.91 Inter-Ocean Reinsurance Company Ltd. | 5.99 Laguna Life Limited | 5.107 Overseas Reinsurance Corporation Limited |
| Adrian C. Kimberley | Orla Gregory | Adrian C. Kimberley |
| Duncan M. Scott | Paul J. O Shea | Paul J. O Shea |
| Richard J. Harris | Kieran Hayes | Richard J. Harris |
| Paul J. O Shea | David Allen | David Rocke |
| Orla Gregory | Alastair Nicoll | |
| 5.92 Inter-Ocean Reinsurance (Ireland) Ltd. | 5.100 Longmynd Insurance Company Limited | 5.108 Pavonia Holdings (US), Inc. |
| Richard J. Harris | Steve Western | Kieran Hayes |
| Orla Gregory | C. Paul Thomas | Robert Redpath |
| Kevin O Connor | Alan Turner | Orla Gregory |
| | Theo Wilkes | Richard J. Harris |
| | | John Moran |
| 5.93 Kenmare Holdings Ltd. | 5.101 Marlon Insurance Company Limited | 5.109 Pavonia Life Insurance Company of Delaware |
| Richard J. Harris | C. Paul Thomas | Kieran Hayes |
| Paul J. O Shea | Alan Turner | Robert Redpath |
| Adrian C. Kimberley | Steve Western | Orla Gregory |
| Dominic F. Silvester | Theo Wilkes | Richard J. Harris |
| David Rocke | | John Moran |
| Nicholas A. Packer | 5.102 Mercantile Indemnity Company Limited | |
| | C. Paul Thomas | 5.110 Pavonia Life Insurance Company of Arizona |
| 5.94 Kinsale Brokers Limited | Alan Turner | |

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|---------------------------------------|--|---|
| C. Paul Thomas | Brian J. Walker | Kieran Hayes |
| Alan Turner | Theo Wilkes | Robert Redpath |
| Shaun Holden | | Orla Gregory |
| Kenny McManus | 5.103 Nordic Run-Off Limited | Richard J. Harris |
| | C. Paul Thomas | John Moran |
| 5.95 Knapton Holdings Limited | Alan Turner | |
| | Theo Wilkes | 5.111 Pavonia Life Insurance Company of Michigan |
| C. Paul Thomas | | |
| Alan Turner | 5.104 New Castle Reinsurance Company Ltd. | Kieran Hayes |
| Theo Wilkes | Richard J. Harris | Robert Redpath |
| | Adrian C. Kimberley | Orla Gregory |
| 5.96 Knapton Insurance Limited | Paul J. O Shea | Richard J. Harris |
| Jeremy Riley | David Roche | John Moran |
| C. Paul Thomas | | Francis Ortiz |
| Alan Turner | 5.105 Northshore Holdings Limited | 5.112 Pavonia Life Insurance Company of New York |
| Brian J. Walker | Richard J. Harris | Kieran Hayes |
| Theo Wilkes | Paul J. O Shea | Robert Redpath |
| 5.97 Laguna Life Holdings Ltd. | Nicholas A. Packer | Orla Gregory |
| | Darran Baird | Richard J. Harris |
| Richard J. Harris | James Carey | John Moran |
| Adrian C. Kimberley | | William Latza |
| Paul J. O Shea | 5.106 Oceania Holdings Ltd. | Philip Toohey |
| David Roche | Richard J. Harris | Daniel O Brien |
| | Adrian C. Kimberley | |

5.98 Laguna Life Holdings

David Roche

SARL

Nicholas A. Packer

John Cassin

5.113 Paladin Managed Care

Services, Inc.

Thomas Nichols

Steven Given

Steven Norrington

5.114 PointSure Insurance

Services, Inc.

Thomas Nichols

Steven Given

Steven Norrington

5.123 Rosemont Reinsurance

Ltd.

Paul J. O Shea

Orla Gregory

Richard J. Harris

Adrian C. Kimberley

David Rocke

5.131 Shelbourne Group

Limited

Richard J. Harris

Philip Martin

Paul J. O Shea

Nicholas A. Packer

Gareth Nokes

5.115 Paget Holdings GmbH

Limited

David Rocke

Elizabeth DaSilva

Duncan M. Scott

Adrian C. Kimberley

5.124 Royston Holdings Ltd.

Adrian C. Kimberley

Richard J. Harris

David Rocke

Duncan M. Scott

5.132 Shelbourne Syndicate

Services Limited

Norman Bernard

Paul Carruthers

Andrew Elliot

Ewen Gilmour

5.116 Providence Washington

Insurance Company

Joseph Follis

Donald Woellner

Steven Given

Thomas Nichols

Robert Redpath

5.125 Royston Run-off Limited

C. Paul Thomas

Alan Turner

Theo Wilkes

Richard J. Harris

Philip Martin

Paul J. O Shea

Nicholas A. Packer

Darren S. Truman

5.126 Seaton Insurance

Company

Joseph Follis

Andrea Giannetta

Steven Given

Thomas Nichols

Gareth Nokes

Dominic Sharp

Gary Griffiths

5.117 PWAC Holdings Inc.

Cheryl D. Davis

Steven Given

Thomas Nichols

5.133 Shelly Bay Holdings

Limited

| | | |
|---|--|---|
| | Teresa Reali | Nicholas A. Packer |
| 5.118 PW Acquisition Co. | | Richard J. Harris |
| Donald Woellner | 5.127 SGL No. 1 Limited | Sandra O Sullivan |
| Steven Given | Richard J. Harris | Nicholas Hall |
| Thomas Nichols | Paul Carruthers | |
| | Gareth Nokes | 5.134 Simcoe Holdings Ltd. |
| 5.119 Regis Agencies Limited | | Richard J. Harris |
| C. Paul Thomas | 5.128 SGL No. 3 Limited | Adrian C. Kimberley |
| Alan Turner | Richard J. Harris | David Rocke |
| Theo Wilkes | | Elizabeth DaSilva |
| | 5.129 SeaBright Insurance Company | |
| 5.120 Revir Limited | Steven Given | 5.135 Sun Gulf Holdings, Inc. |
| Richard J. Harris | Thomas Nichols | Cheryl D. Davis |
| Elizabeth DaSilva | Michael Sheehan | Steven Given |
| Adrian C. Kimberley | Robert Redpath | Thomas Nichols |
| David Rocke | David Calandro | |
| | John A. Dore | 5.136 Sundown Holdings Limited |
| 5.121 River Thames Insurance Company Limited | Nicholas Godellas | Adrian C. Kimberley |
| Max Lewis | Richard Seelinger | David Rocke |
| Steve Western | Ian Millar | Richard J. Harris |
| C. Paul Thomas | | |
| Alan Turner | 5.130 SeaBright Holdings, Inc. | 5.137 Unionamerica Acquisition Company Limited |
| Theo Wilkes | Steven Given | C. Paul Thomas |
| | Thomas Nichols | |
| 5.122 Rombalds Limited | Robert Redpath | Alan Turner |

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C. Paul Thomas

Theo Wilkes

Alan Turner

Theo Wilkes

**5.138 Unionamerica Holdings
Limited**

C. Paul Thomas

Alan Turner

Theo Wilkes

**5.139 Unionamerica Insurance
Company Limited**

Jeremy Riley

C. Paul Thomas

Alan Turner

Paul Carruthers

Theo Wilkes

**5.140 Unione Italiana (UK)
Reinsurance Company Limited**

Steve Western

C. Paul Thomas

Alan Turner

Theo Wilkes

5.141 Virginia Holdings Ltd.

Richard J. Harris

Adrian C. Kimberley

David Rocke

5.142 Veranda Holdings Ltd.

Richard J. Harris

Paul J. O Shea

Nicholas A. Packer

Darran Baird

James Carey

**5.143 Westshore Holdings
Ltd.**

Elizabeth DaSilva

Richard J. Harris

Duncan M. Scott

Adrian C. Kimberley

David Rocke

**5.144 York Insurance
Company**

Joseph Follis

Donald Woellner

Steven Given

Thomas Nichols

Robert Redpath

5.145 609 Capital Limited

Steven Cook

Richard Harries

James Lee

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENSTAR GROUP LIMITED

Date: June 13, 2014

By: /s/ Richard J. Harris
Richard J. Harris
Chief Financial Officer