

Enstar Group LTD
Form 3
March 03, 2015

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)

| | | | | | |
|--|--|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Gregory Orla</p> <p>(Last) (First) (Middle)</p> <p>C/O ENSTAR GROUP LIMITED, WINDSOR PLACE, 3RD FLOOR, 22 QUEEN ST.</p> <p>(Street)</p> <p>HAMILTON, ONTARIO M1H 1H1</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>02/25/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Enstar Group LTD [ESGR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Integration Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|---|---|---|---|

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) |
|------------------------------------|--|---|--|
| Ordinary Shares | 8,796 ⁽¹⁾ | D | W |

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)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------------|---------------------------|-----------------|--------------------------------|----------------------------|------------------------------|--|------------|
| Cash-Settled Stock Appreciation Right | 06/09/2015 ⁽²⁾ | 06/09/2024 | Ordinary Shares ⁽³⁾ | 20,000 ⁽³⁾ | \$ 147.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gregory Orla C/O ENSTAR GROUP LIMITED WINDSOR PLACE, 3RD FLOOR, 22 QUEEN ST. HAMILTON,Â D0Â HM 11 | Â | Â | Â Chief Integration Officer | Â |

Signatures

/s/ Audrey B. Taranto by power of attorney
03/03/2015

__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) Includes 2,932 previously granted restricted shares scheduled to vest on January 1, 2016.
- (2) The previously granted cash-settled stock appreciation rights are scheduled to vest in equal annual installments beginning June 9, 2015.
- (3) The stock appreciation rights are settled in cash and the reporting person will not receive 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. 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.