

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>FIRST RESERVE FUND XII LP</b>  (Last) (First) (Middle) <b>C/O FIRST RESERVE</b> <b>ONE LAFAYETTE PLACE</b>  (Street) <b>GREENWICH CT 06830</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>04/01/2014</b>	3. Issuer Name and Ticker or Trading Symbol <b>Enstar Group LTD [ ESGR ]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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 Ordinary Shares	652,596	I	See footnotes <sup>(1)(5)(6)(7)</sup>
Ordinary Shares	11,715	I	See footnotes <sup>(2)(5)(6)(7)</sup>
Ordinary Shares	809,989	I	See footnotes <sup>(3)(5)(6)(7)</sup>
Ordinary Shares	26,911	I	See footnotes <sup>(4)(5)(6)(7)</sup>

**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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <b>FIRST RESERVE FUND XII LP</b>  (Last) (First) (Middle) <b>C/O FIRST RESERVE</b> <b>ONE LAFAYETTE PLACE</b>  (Street) <b>GREENWICH CT 06830</b>  (City) (State) (Zip)		

1. Name and Address of Reporting Person\*

[FR XII A PARALLEL VEHICLE LP](#)

(Last) (First) (Middle)

C/O FIRST RESERVE  
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FR XI Offshore AIV, L.P.](#)

(Last) (First) (Middle)

C/O FIRST RESERVE  
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FR Torus Co-Investment, L.P.](#)

(Last) (First) (Middle)

C/O FIRST RESERVE  
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[First Reserve GP XII Ltd](#)

(Last) (First) (Middle)

C/O FIRST RESERVE  
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[First Reserve GP XII, LP](#)

(Last) (First) (Middle)

C/O FIRST RESERVE  
ONE LAFAYETTE PLACE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">FR XI Offshore GP, L.P.</a>		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">FR XI Offshore GP Ltd</a>		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">MACAULAY WILLIAM E</a>		
(Last)	(First)	(Middle)
C/O FIRST RESERVE ONE LAFAYETTE PLACE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

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").
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").
5. 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 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.
7. 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 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.

**Remarks:**

Exhibit List: Exhibit 24.1 - Power of Attorney.

[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

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

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, 04/11/2014  
By: /s/ Anne E. Gold, Name:  
Anne E. Gold, Title: Chief  
Compliance Officer, Secretary

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

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

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

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

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

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

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY  
(LIMITED)

KNOW ALL MEN BY THESE PRESENTS, that I, WILLIAM E. MACAULAY of the Town/City of GREENWICH, County of FAIRFIELD, State of CONNECTICUT, reposing special trust and confidence in ANNE E. GOLD, of the Town of RYE, County of WESTCHESTER, State of NEW YORK and/or, ROBERT J. GALLAGHER, of the Town of RYE, County of WESTCHESTER, State of NEW YORK, have made, constituted and appointed, and by these presents do make, constitute and appoint each of the said ANNE E. GOLD and/or ROBERT J. GALLAGHER, my true and lawful attorney-in-fact and agent, both FOR ME PERSONALLY and in my name, place and stead, IN MY CAPACITY AS AN OFFICER OR DIRECTOR OF:

FRC FOUNDERS CORPORATION ("FOUNDERS")  
FIRST RESERVE CORPORATION, L.L.C. ("FRC")  
FIRST RESERVE PARTNERS LIMITED ("FRPL")  
FIRST RESERVE MANAGEMENT LIMITED ("FRML")  
FIRST RESERVE GP XII LIMITED ("GP XII")  
FIRST RESERVE GP XI, INC. ("GP XI")  
FR XI OFFSHORE GP LIMITED ("OFFSHORE XI")  
FR HORIZON GP LIMITED ("FR HORIZON")  
FIRST RESERVE GP X, INC. ("GP X")  
FR X OFFSHORE GP LIMITED ("OFFSHORE X")  
FIRST RESERVE ENERGY INFRASTRUCTURE GP LIMITED ("FREI")

or any entity of which any the foregoing is the direct or indirect general partner or for which any of the foregoing otherwise has the authority to act (collectively with FOUNDERS, FRC, FRPL, FRML, GP XII, GP XI, OFFSHORE XI, FR HORIZON, GP X, OFFSHORE X, and FREI the "First Reserve Entities"), with full power and authority to do and perform each and every act necessary, as fully as I might do if personally present, to accomplish and complete the following acts or transactions:

1. With respect to any entity in which any First Reserve Entities have an investment (each a "Company"), sign on my behalf, any and all filings (including filings with the Securities and Exchange Commission), agreements, notices or documents arising from, or related to any Company, including, (a) any holdings or investments of any First Reserve Entities in any Company; and (b) any holdings or investments of mine in any Company.

2. Seek or obtain, as my representative and on my behalf, from any third party, including brokers, employee benefit plan administrators and trustees, information on transactions involving any Company or the securities of any Company, and I hereby authorize any such persons to release any such information to either attorney-in-fact designated hereunder and approve and ratify any such release of information; and

3. Perform any and all other acts which in the discretion of either such attorney-in-fact are necessary or desirable for and on my behalf in connection with the foregoing.

I acknowledge that:

(a) this Power of Attorney authorizes, but does not require, either such attorney-in-fact to act in his or her discretion on information provided to either such attorney-in-fact without independent verification of such information;

(b) any documents prepared and/or executed by either such attorney-in-fact on my behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as either such attorneys-in-fact, in his or her discretion, deems necessary or desirable;

(c) neither such attorney-in-fact nor any Company assumes (i) any liability for my responsibility to comply with the requirements of any law or regulation, including without limitation the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act of 1934, as amended (the "Exchange Act"), or (ii) any liability of mine for any failure to comply with such requirements; and

(d) this Power of Attorney does not relieve me from responsibility for compliance with my obligations under any law or regulation, including without limitation the requirements under the Securities Act and the Exchange Act.

I hereby give and grant ANNE E. GOLD and/or ROBERT J. GALLAGHER, in the capacity set forth above, full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as I might or could do if present, hereby ratifying all that either such attorney-in-fact of, for and on my behalf, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This POWER OF ATTORNEY shall remain in effect until revoked and shall not be affected by disability of the Principal.

EXECUTED this 11th day of April, 2012

/s/ William E. Macaulay

STATE OF CONNECTICUT)  
                                  )SS.  
COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this 11th day of April, 2012, by William E. Macaulay, the Principal.

Witness my hand and official seal: MaryAnn Ghirardelli, Notary  
My commission expires: January 31, 2017

/s/ Anne E. Gold

/s/ Robert J. Gallagher

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Specimen Signature of Agent-Attorney  
Anne E. Gold

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Specimen Signature of Agent-Attorney  
Robert J. Gallagher