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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 1)\***

**Enstar Group Limited**

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**(Name of Issuer)**

**Ordinary Shares, par value \$1.00 per share**

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**(Title of Class of Securities)**

**G3075P101**

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**(CUSIP Number)**

**Audrey Taranto**  
**c/o Enstar Group Limited, PO Box HM 2267, A.S. Cooper Building 26 Reid Street**  
**Hamilton,, D0, HM 11**  
**441-292-3645**

**Gregory V. Gooding**  
**Debevoise & Plimpton LLP, 66 Hudson Boulevard**  
**New York, NY, 10001**  
**(212) 909-6000**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**01/21/2025**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No. G3075P101**

1 Name of reporting person  
Dominic F. Silvester  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 UNITED KINGDOM

7 Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: 0.00  
8 Shared Voting Power  
867,862.00  
9 Sole Dispositive Power  
0.00  
10 Shared Dispositive Power  
867,862.00

11 Aggregate amount beneficially owned by each reporting person  
867,862.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
Percent of class represented by amount in Row (11)  
5.6 %

14 Type of Reporting Person (See Instructions)  
IN

## SCHEDULE 13D

**CUSIP No.** G3075P101

1 Name of reporting person  
Volume Five Limited  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)



Citizenship or place of organization

6

UNITED KINGDOM

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

Owned by

867,862.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

867,862.00

Aggregate amount beneficially owned by each reporting person

11

867,862.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

5.6 %

Type of Reporting Person (See Instructions)

14

OO

## SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Ordinary Shares, par value \$1.00 per share

Name of Issuer:

(b)

Enstar Group Limited

Address of Issuer's Principal Executive Offices:

(c)

c/o Enstar Group Limited, PO Box HM 2267, A.S. Cooper Building 26 Reid Street, Hamilton, BERMUDA , HM 11.

**Item 1** EXPLANATORY NOTE: This Amendment No. 1 amends the Statement on Schedule 13D initially filed on August 1, 2024 with the SEC (the "Schedule") by Dominic F. Silvester and Volume Five Limited (together, the "Reporting Persons"). This amendment is filed by the Reporting Persons in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, and refers only to information that has materially changed since the filing of the Schedule. The items identified below, or the particular paragraphs of such items which are identified below, are amended as set forth below. Unless otherwise indicated, all capitalized terms used and not defined herein have the respective meanings assigned to them in the Schedule.

Item 3. Source and Amount of Funds or Other Consideration

The disclosure in Item 3 of the Schedule is hereby supplemented by adding the following at the end thereof: On January 21, 2025, the Reporting Persons acquired beneficial ownership of 209,490 Ordinary Shares as a result of the vesting and exercise by Volume Five of an equity compensation award granted to Mr. Silvester on January 21, 2020 (the "Award") and governed by a joint share ownership agreement, dated as of January 21, 2020 and amended on July 1, 2022 (as amended, the "JSOP Agreement").

Item 5. Interest in Securities of the Issuer

(a) The disclosure in Item 5(a) and (b) of the Schedule is hereby amended and restated as follows: The responses of each of the Reporting Persons with respect to Rows 11 and 13 of the cover pages of this Schedule that relate to the aggregate number and percentage of Ordinary Shares beneficially owned by such Reporting Persons are incorporated

herein by reference. The aggregate number of Ordinary Shares beneficially owned by each Reporting Person includes 209,490 Ordinary Shares issued to Volume Five on January 21, 2025 as a result of the exercise by Volume Five of the Award. The aggregate percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 15,441,500 Ordinary Shares, which includes 15,232,010 Ordinary Shares outstanding as of November 8, 2024 as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended on September 30, 2024 filed with the Securities Exchange Commission (the "SEC") on November 12, 2024 plus 209,490 Ordinary Shares issued to Volume Five in accordance with the JSOP Agreement.

(b) The responses of each of the Reporting Persons with respect to Rows 7, 8, 9, and 10 of the cover pages of this Schedule that relate to the number of Ordinary Shares as to which each of the persons or entities referenced in Item 2 above has sole or shared power to vote or to direct the vote of and sole or shared power to dispose of or to direct the disposition of are incorporated herein by reference. Each of Elk Evergreen, Elk Cypress, the Reporting Persons and Frazer Holdings, LP, J. Christopher Flowers, the John J. Oros 1998 Family Trust, the Hyman 2018 Family Trust, David G. Walsh and Steven D. Arnold (collectively, the "Other Rolling Investors") may be deemed to be members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Elk Evergreen, Elk Cypress and the Other Rolling Investors file separate Schedule 13D filings to report the Ordinary Shares that they may be deemed to beneficially own. The Reporting Persons expressly disclaim any beneficial ownership of Ordinary Shares held directly by Elk Evergreen, Elk Cypress or the Other Rolling Investors and such shares are not the subject of this Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The disclosure in the second paragraph of Item 6 of the Schedule is hereby amended and restated as follows: On January 21, 2020, the Issuer, Mr. Silvester and Zedra Trust Company (Guernsey) Limited, as trustee (the "Trustee") entered into the JSOP Agreement governing the terms of the Award. Under the JSOP Agreement, Mr. Silvester held a shared ownership interest with the Trustee in Ordinary Shares which were subject to certain vesting and performance conditions. On January 21, 2025, Volume Five exercised the Award pursuant to the terms of the JSOP Agreement and Volume Five received 209,490 Ordinary Shares, as reported herein. The foregoing summary of the JSOP Agreement does not purport to be complete and is qualified in its entirety by reference to the JSOP Agreement, which is filed as Exhibit 3 and Exhibit 4 to this Schedule 13D and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 3 - Joint Share Ownership Agreement, dated January 21, 2020, by and among Enstar Group Limited, Dominic F. Silvester and Zedra Trust Company (Guernsey) Limited, as trustee (incorporated herein by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on January 27, 2020). Exhibit 4 - Deed of Amendment and Restatement to the Joint Ownership Agreement, dated July 1, 2022, between Enstar Group Limited, Dominic F. Silvester and Zedra Trust Company (Guernsey) Limited, as trustee (incorporated herein by reference to Exhibit 10.2 to the Issuer's Form 8-K filed on July 6, 2022). Exhibit 6 - Joint Filing Agreement (incorporated by reference to Exhibit 6 to Schedule 13D filed with the SEC on August 1, 2024).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dominic F. Silvester

Signature: /s/ Dominic Silvester

Name/Title: Dominic Silvester

Date: 01/21/2025

Volume Five Limited

Signature: /s/ Jean-Pierre Du Plessis

Name/Title: Jean-Pierre Du Plessis, Director

Date: 01/21/2025