

Enstar Group LTD  
Form 8-K/A  
February 11, 2014

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

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): November 25, 2013**

**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.)**

**P.O. Box HM 2267, Windsor Place, 3<sup>rd</sup> Floor**  
**22 Queen Street, Hamilton HM JX Bermuda**  
**(Address of principal executive offices)**

**N/A**  
**(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))

We are amending the Current Report on Form 8-K that we filed on November 25, 2013 to include the Financial Statements of Business Acquired in connection with the acquisition of Atrium Underwriting Group Ltd. ( Atrium ) from Arden Holdings Ltd., and to include the Pro Forma Financial Information set forth below under Item 9.01 Financial Statements and Exhibits.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired.

The required consolidated financial statements of Atrium are attached hereto as Exhibits 99.1 and 99.2 and are incorporated in their entirety herein by reference.

(b) Pro Forma Combined Financial Information.

The required pro forma financial information is attached hereto as Exhibit 99.3 and is incorporated in its entirety herein by reference.

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Ernst & Young LLP.
99.1	Audited financial statements of Atrium Underwriting Group Ltd. as of and for the year ended December 31, 2012.
99.2	Unaudited interim financial statements of Atrium Underwriting Group Ltd. as of September 30, 2013 and for the nine months ended September 30, 2013 and 2012.
99.3	Preliminary unaudited pro forma condensed combined financial information as of and for the nine months ended September 30, 2013 and for the year ended December 31, 2012.

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 thereunto duly authorized.

ENSTAR GROUP LIMITED

Date: February 11, 2014

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

**EXHIBIT INDEX**

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