

Enstar Group LTD
Form 8-K
June 22, 2012

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 21, 2012

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.)

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P.O. Box HM 2267, Windsor Place, 3rd Floor

18 Queen Street, Hamilton HM JX Bermuda
(Address of principal executive offices)

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

N/A
(Zip Code)

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 4.01. Changes in Registrant's Certifying Accountant.

(a) Dismissal of Independent Accountant Previously Engaged as Principal Accountant.

As previously reported in Item 4.01 of the Current Report on Form 8-K filed by Enstar Group Limited (the Company) on April 20, 2012 (the Original 8-K), at its meeting on April 17, 2012, the Audit Committee of the Board of Directors of the Company determined not to reappoint Deloitte & Touche Ltd., Bermuda (Deloitte), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. The additional information set forth in Item 4.01(a) of the Original 8-K is incorporated by reference herein.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided Deloitte a copy of the disclosures it is making in this Current Report on Form 8-K prior to filing it with the Securities and Exchange Commission (the Commission) and requested that Deloitte furnish a letter addressed to the Commission stating whether or not it agrees with the above statements. A copy of Deloitte's letter dated June 22, 2012 is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Engagement of New Independent Accountant as Principal Accountant.

At the Company's 2012 Annual General Meeting held June 21, 2012 (the Annual Meeting), the Company's shareholders approved the Audit Committee's appointment of KPMG, a Bermuda partnership (KPMG), as the Company's independent registered public accounting firm for the Company's 2012 fiscal year. As previously reported in the Original 8-K, the Audit Committee appointed KPMG at its April 17, 2012 meeting, subject to the approval of the Company's shareholders. The additional information set forth in Item 4.01(b) of the Original 8-K is incorporated by reference herein.

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

(a) On June 21, 2012, the Company held its Annual Meeting.

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

1. Proposal No. 1: Election of Class III Director. The individual listed below was elected to serve a term expiring at the annual general meeting of shareholders in 2015.

| Director | For | Against | Abstain | Broker Non-Votes |
|----------------------|-----------|-----------|---------|------------------|
| Dominic F. Silvester | 9,504,098 | 1,325,884 | 4,415 | 1,664,455 |

2. Proposal No. 2: Advisory vote to approve executive compensation. This proposal was approved.

| For | Against | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 8,651,732 | 1,953,035 | 229,630 | 1,664,455 |

3. Proposal No. 3: Ratification of the selection of KPMG, a Bermuda partnership, to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 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 |
|------------|---------|---------|------------------|
| 12,412,227 | 79,155 | 7,470 | 0 |

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4. Proposal No. 4: Election of subsidiary directors identified in Proposal No. 4 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 |
|------------|---------|---------|------------------|
| 10,492,872 | 82,039 | 259,486 | 1,664,455 |

Subsidiary Director Nominees:

AG Australia Holdings Limited

Richard J. Harris

Nicholas A. Packer

Steven Given

Sandra O. Sullivan

Nicholas Hall

Brittany Insurance Company Ltd.

Paul J. O. Shea

Richard J. Harris

Adrian C. Kimberley

David Roche

Duncan M. Scott

Church Bay Limited

Gary Potts

Jann Skinner

Bruce Bollom

Richard J. Harris

Nicholas A. Packer

American Concept Insurance Company

Karl J. Wall

Robert Carlson

Joseph Follis

Donald Woellner

Donna L. Stolz

John A. Dore

Steven Given

Capital Assurance Company Inc.

Karl J. Wall

Robert Carlson

Andrea Giannetta

James Grajewski

Donna L. Stolz

Steven Given

Capital Assurance Services Inc.

Karl J. Wall

Robert Carlson

Andrea Giannetta

James Grajewski

Donna L. Stolz

Claremont Liability Insurance Company

Karl J. Wall

Robert Carlson

Joseph Follis

Andrea Giannetta

Donna L. Stolz

Steven Given

Donald Woellner

James Grajewski

Bantry Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Roche

Clarendon America Insurance Company

Karl J. Wall

Joseph Follis

Robert Carlson

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B.H. Acquisition Limited

Richard J. Harris

Paul J. O Shea

David Roche

Adrian C. Kimberley

Castlewood Limited

Adrian C. Kimberley

Duncan M. Scott

Elizabeth DaSilva

Steven Given

Thomas Nichols

Robert Redpath

Michael Sheehan

Clarendon Holdings, Inc.

Blackrock Holdings Ltd.

Adrian C. Kimberley

Duncan M. Scott

David Roche

Cavell Holdings Limited

C. Paul Thomas

Alan Turner

Karl J. Wall

Cheryl D. Davis

Donna L. Stolz

Robert Carlson

Steven Given

Bosworth Run-off Limited

Alan Turner

Ludovic de Belleval

C. Paul Thomas

Brian J. Walker

Ian Millar

C. Paul Thomas

Alan Turner

Clarendon National Insurance Company

Karl J. Wall

Joseph Follis

Robert Carlson

Steven Given

Brampton Insurance Company Limited

Max Lewis

C. Paul Thomas

Alan Turner

Steven Western

Chatsworth Limited

Adrian C. Kimberley

David Roche

Elizabeth DaSilva

Orla Gregory

Richard J. Harris

Thomas Nichols

Robert Redpath

Michael Sheehan

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| | | |
|-------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------|
| <u>Clarendon Select Insurance Company</u> | <u>Copenhagen Reinsurance Services Limited</u> | <u>Electricity Producers Insurance Company (Bda) Limited</u> |
| Karl J. Wall | Alan Turner | Paul J. O Shea |
| Joseph Follis | C. Paul Thomas | Adrian C. Kimberley |
| Robert Carlson | | David Roche |
| Steven Given | <u>Courtenay Holdings Ltd.</u> | Richard J. Harris |
| Thomas Nichols | Richard J. Harris | Orla Gregory |
| Robert Redpath | David Roche | Duncan M. Scott |
| Michael Sheehan | Adrian C. Kimberley | |
| | | <u>Enstar (EU) Finance Limited</u> |
| <u>CLIC Holdings, Inc.</u> | <u>Cranmore Adjusters Limited</u> | C. Paul Thomas |
| Karl J. Wall | Phillip Cooper | Alan Turner |
| Donna L. Stolz | David Ellis | |
| Robert Carlson | C. Paul Thomas | |
| Cheryl D. Davis | Steven Norrington | <u>Enstar (EU) Holdings Limited</u> |
| Steven Given | Alan Turner | David Hackett |
| | Mark Wood | C. Paul Thomas |
| | | Alan Turner |
| <u>Comox Holdings Ltd.</u> | | |
| Ludovic de Belleval | <u>Cranmore Adjusters (Australia) Pty Limited</u> | <u>Enstar (EU) Limited</u> |
| Richard J. Harris | Sandra O Sullivan | David Atkins |
| Adrian C. Kimberley | Nicholas Hall | David Grisley |
| Jiro Kasahara | Steven Norrington | David Hackett |
| David Roche | | Michael Lynagh |
| | <u>Cranmore (Asia) Limited</u> | Duncan McLaughlin |
| <u>Compagnie Europeenne d Assurances Industrielles S.A.</u> | David Roche | Derek Reid |
| Nicholas A. Packer | Elizabeth DaSilva | C. Paul Thomas |
| C. Paul Thomas | Adrian C. Kimberley | Alan Turner |
| Alan Turner | Duncan M. Scott | |

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|--------------------------------------------------------|------------------------------------|-------------------------------------------|
| | | <u>Enstar Acquisition Ltd.</u> |
| <u>Constellation Reinsurance Company</u> | <u>Cranmore Asia (Pte) Limited</u> | C. Paul Thomas |
| Karl J. Wall | Ian Belcher | Alan Turner |
| Robert Carlson | Goh Mei Xuan Michelle | |
| Thomas J. Balkan | | <u>Enstar Australia Holdings Pty Ltd.</u> |
| Joseph Follis | <u>Cranmore (Bermuda) Limited</u> | Gary Potts |
| Andrea Giannetta | Adrian C. Kimberley | Jann Skinner |
| Mark A. Kern | Elizabeth DaSilva | Bruce Bollom |
| Raymond Rizzi | Duncan M. Scott | Richard J. Harris |
| Teresa Reali | David Roche | Nicholas A. Packer |
| Donna L. Stolz | | |
| James Grajewski | <u>Cranmore (US) Inc.</u> | <u>Enstar Australia Limited</u> |
| Jay Banskota | Karl J. Wall | Nicholas A. Packer |
| Richard C. Ryan | Cheryl D. Davis | Nicholas Hall |
| Thomas Nichols | Donna L. Stolz | Sandra O Sullivan |
| Steven Given | Robert Carlson | |
| | Steven Given | <u>Enstar Brokers Limited</u> |
| <u>The Copenhagen Reinsurance Company</u> | | Richard J. Harris |
| C. Paul Thomas | <u>Cumberland Holdings Ltd.</u> | Elizabeth DaSilva |
| Alan Turner | Adrian C. Kimberley | Adrian C. Kimberley |
| | Richard J. Harris | David Roche |
| <u>The Copenhagen Reinsurance Company (UK) Limited</u> | Paul J. O Shea | |
| Alan Turner | David Roche | |
| C. Paul Thomas | | |
| Steven Western | | |

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|-------------------------------------------------------------|-------------------------------------------------|-------------------------------------------|
| <u>Enstar Financial Services Inc.</u> | <u>Enstar USA Inc.</u> | <u>Harbor Specialty Insurance Company</u> |
| Robert Carlson | Robert Carlson | Karl J. Wall |
| Cheryl D. Davis | Cheryl D. Davis | Joseph Follis |
| | Karl J. Wall | Robert Carlson |
| | | Steven Given |
| <u>Enstar Financing Limited</u> | | Thomas Nichols |
| Elizabeth DaSilva | <u>Fieldmill Insurance Company Limited</u> | Robert Redpath |
| Adrian C. Kimberley | Ian Millar | Michael Sheehan |
| Richard J. Harris | C. Paul Thomas | |
| Duncan M. Scott | Alan Turner | |
| | | <u>Harper Holdings SARL</u> |
| | | Nicholas A. Packer |
| <u>Enstar Group Operations Inc.</u> | <u>Fitzwilliam Insurance Limited</u> | John Cassin |
| Robert Carlson | Paul J. O Shea | |
| Cheryl D. Davis | Richard J. Harris | |
| | Adrian C. Kimberley | <u>Harper Insurance Limited</u> |
| | David Roche | Michael H.P. Handler |
| <u>Enstar Holdings (US) Inc.</u> | Nicholas A. Packer | Stefan Wehrenberg |
| Karl J. Wall | | Dr. Florian von Meiss |
| Cheryl D. Davis | | Richard J. Harris |
| Donna L. Stolz | <u>Flatts Limited</u> | Andreas K. Iselin |
| Robert Carlson | C. Paul Thomas | |
| Steven Given | Alan Turner | |
| Robert V. Deutsch | | <u>Harrington Sound Limited</u> |
| | <u>Forskringsaktiebolaget Assuransinvest MF</u> | Richard J. Harris |
| | Mats Höglund | Nicholas A. Packer |
| <u>Enstar Insurance Management Services Ireland Limited</u> | C. Paul Thomas | Nicholas Hall |
| Nicholas A. Packer | Alan Turner | Sandra O Sullivan |
| Orla Gregory | Nicholas A. Packer | |
| Richard J. Harris | | <u>Hillcot Holdings Ltd.</u> |
| Kieran Hayes | | |

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|------------------------------------------|--------------------------------------------|------------------------------------------------|
| | <u>Gordian Runoff Limited</u> | Paul J. O Shea |
| <u>Enstar Investment Management Ltd.</u> | Gary Potts | Adrian C. Kimberley |
| Richard J. Harris | Jann Skinner | Richard J. Harris |
| Adrian C. Kimberley | Bruce Bollom | |
| Elizabeth DaSilva | Richard J. Harris | <u>Hillcot Re Limited</u> |
| | Nicholas A. Packer | Ian Millar |
| <u>Enstar Investments Inc.</u> | | C. Paul Thomas |
| Karl J. Wall | <u>Goshawk Dedicated Ltd.</u> | Alan Turner |
| Cheryl D. Davis | C. Paul Thomas | |
| Donna L. Stolz | Alan Turner | <u>Hillcot Underwriting Management Limited</u> |
| Robert Carlson | | C. Paul Thomas |
| Steven Given | <u>Goshawk Holdings (Bermuda) Limited</u> | Alan Turner |
| | Adrian C. Kimberley | |
| <u>Enstar Limited</u> | Orla Gregory | <u>Hove Holdings Limited</u> |
| Paul J. O Shea | David Roche | Richard J. Harris |
| Richard J. Harris | Richard J. Harris | Adrian C. Kimberley |
| Adrian C. Kimberley | | David Roche |
| David Roche | <u>Goshawk Insurance Holdings Limited</u> | Elizabeth DaSilva |
| Elizabeth DaSilva | C. Paul Thomas | |
| | Alan Turner | <u>Hudson Reinsurance Company Limited</u> |
| <u>Enstar New York, Inc.</u> | | Paul J. O Shea |
| Karl J. Wall | <u>Guildhall Insurance Company Limited</u> | Richard J. Harris |
| Cheryl D. Davis | C. Paul Thomas | Adrian C. Kimberley |
| Donna L. Stolz | Paul Carruthers | David Roche |
| Robert Carlson | Alan Turner | Duncan M. Scott |
| Steven Given | | |
| | | <u>Inter-Ocean Holdings Ltd.</u> |
| <u>Enstar (US) Inc.</u> | | Adrian C. Kimberley |

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Karl J. Wall

Duncan M. Scott

Cheryl D. Davis

Richard J. Harris

Donna L. Stolz

Orla Gregory

Robert Carlson

Steven Given

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| <u>Inter-Ocean Reinsurance Company Ltd.</u> | <u>Mercantile Indemnity Company Limited</u> | <u>Providence Washington Insurance Company</u> |
|-----------------------------------------------|---------------------------------------------|-------------------------------------------------------|
| Adrian C. Kimberley | Ian Millar | Karl J. Wall |
| Duncan M. Scott | C. Paul Thomas | Robert Carlson |
| Richard J. Harris | Alan Turner | Joseph Follis |
| Paul J. O Shea | Brian J. Walker | Donald Woellner |
| Orla Gregory | | Donna L. Stolz |
| | <u>Mongard Ltd.</u> | John A. Dore |
| <u>Inter-Ocean Reinsurance (Ireland) Ltd.</u> | Adrian C. Kimberley | Steven Given |
| Richard J. Harris | Duncan M. Scott | |
| Orla Gregory | Orla Gregory | <u>Providence Washington Insurance Solutions, LLC</u> |
| Kevin O Connor | Richard J. Harris | Karl J. Wall |
| | | Robert Carlson |
| <u>Kenmare Holdings Ltd.</u> | <u>Nordic Run-Off Limited</u> | Cheryl D. Davis |
| Richard J. Harris | C. Paul Thomas | Donna L. Stolz |
| Paul J. O Shea | Alan Turner | Steven Given |
| Adrian C. Kimberley | | |
| Dominic F. Silvester | <u>New Castle Reinsurance Company Ltd.</u> | <u>PWAC Holdings Inc.</u> |
| David Rocke | Richard J. Harris | Karl J. Wall |
| Nicholas A. Packer | Adrian C. Kimberley | Cheryl D. Davis |
| | Paul J. O Shea | Donna L. Stolz |
| <u>Kinsale Brokers Limited</u> | David Rocke | Robert Carlson |
| Philip Hernon | | Steven Given |
| C. Paul Thomas | <u>Northshore Holdings Limited</u> | |
| Alan Turner | Elizabeth DaSilva | <u>PW Acquisition Co.</u> |
| | Richard J. Harris | Karl J. Wall |
| <u>Knapton Holdings Limited</u> | Adrian C. Kimberley | Robert Carlson |
| C. Paul Thomas | | Donald Woellner |

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|-------------------------------------------|-------------------------------------------------|-----------------------------------------------|
| Alan Turner | <u>Oceania Holdings Ltd.</u> | Donna L. Stolz |
| | Richard J. Harris | Steven Given |
| <u>Knapton Insurance Limited</u> | Adrian C. Kimberley | |
| Jeremy Riley | David Roche | <u>PW Holdings, Inc.</u> |
| C. Paul Thomas | | Karl J. Wall |
| Alan Turner | <u>Overseas Reinsurance Corporation Limited</u> | Robert Carlson |
| Brian J. Walker | Adrian C. Kimberley | Donald Woellner |
| | Paul J. O Shea | Donna L. Stolz |
| <u>Laguna Life Limited</u> | Richard J. Harris | Steven Given |
| Orla Gregory | David Roche | |
| Paul J. O Shea | | <u>Regis Agencies Limited</u> |
| Nicholas A. Packer | <u>Paget Holdings GmbH Limited</u> | C. Paul Thomas |
| Richard J. Harris | David Roche | Alan Turner |
| Kieran J. Hayes | Paul J. O Shea | |
| David Allen | Richard J. Harris | <u>Revir Limited</u> |
| Alastair Nicoll | Adrian C. Kimberley | Richard J. Harris |
| | | Elizabeth DaSilva |
| <u>Longmynd Insurance Company Limited</u> | <u>Providence Washington Holdings, Inc.</u> | Adrian C. Kimberley |
| Ian Millar | Karl J. Wall | David Roche |
| C. Paul Thomas | Robert Carlson | |
| Alan Turner | Donald Woellner | <u>River Thames Insurance Company Limited</u> |
| | Donna L. Stolz | Max Lewis |
| <u>Marlon Insurance Company Limited</u> | Steven Given | Ian Millar |
| C. Paul Thomas | | C. Paul Thomas |
| Alan Turner | | Alan Turner |
| Steven Western | | |
| <u>Marlon Management Services Limited</u> | | |

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C. Paul Thomas

Alan Turner

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| <u>Rombalds Limited</u> | <u>Shelbourne Syndicate Services Limited</u> | <u>Unionamerica Acquisition Company Limited</u> |
|----------------------------------|----------------------------------------------|---------------------------------------------------------|
| C. Paul Thomas | Norman Bernard | C. Paul Thomas |
| Alan Turner | Paul Carruthers | Alan Turner |
| | Andrew Elliot | |
| <u>Rosemont Reinsurance Ltd.</u> | <u>Ewen Gilmour</u> | <u>Unionamerica Holdings Limited</u> |
| Paul J. O Shea | Timothy Hanford | C. Paul Thomas |
| Orla Gregory | Richard J. Harris | Alan Turner |
| Richard J. Harris | Philip Martin | |
| Adrian C. Kimberley | C. Paul Thomas | <u>Unionamerica Insurance Company Limited</u> |
| David Roche | Paul J. O Shea | Jeremy Riley |
| | Nicholas A. Packer | C. Paul Thomas |
| | Darren S. Truman | Paul Carruthers |
| <u>Royston Holdings Ltd.</u> | | Alan Turner |
| Adrian C. Kimberley | <u>Shelly Bay Holdings Limited</u> | |
| Richard J. Harris | Nicholas A. Packer | <u>Unione Italiana (UK) Reinsurance Company Limited</u> |
| David Roche | Richard J. Harris | Ian Millar |
| Duncan M. Scott | Sandra O Sullivan | C. Paul Thomas |
| | Nicholas Hall | Alan Turner |
| <u>Royston Run-off Ltd.</u> | | |
| C. Paul Thomas | <u>Simcoe Holdings Ltd.</u> | |
| Alan Turner | Richard J. Harris | <u>Virginia Holdings Ltd.</u> |
| | Adrian C. Kimberley | Richard J. Harris |
| <u>Seaton Insurance Company</u> | David Roche | Adrian C. Kimberley |
| Karl J. Wall | Elizabeth DaSilva | David Roche |
| Robert Carlson | | |
| Joseph Follis | <u>Sun Gulf Holdings, Inc.</u> | <u>York Insurance Company</u> |
| Andrea Giannetta | Karl J. Wall | Karl J. Wall |
| Donna L. Stolz | | Robert Carlson |

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Steven Given

Robert Carlson

Joseph Follis

Cheryl D. Davis

Donald Woellner

SGL No. 1 Ltd.

Donna L. Stolz

Donna L. Stolz

Richard J. Harris

Steven Given

John A. Dore

Timothy Hanford

Steven Given

C. Paul Thomas

Sundown Holdings Limited

Adrian C. Kimberley

SGL No. 3 Ltd.

David Roche

Richard J. Harris

Richard J. Harris

Timothy Hanford

TGI Australia Limited

Shelbourne Group Limited

Gary Potts

Timothy Hanford

Jann Skinner

Richard J. Harris

Bruce Bollom

Philip Martin

Richard J. Harris

C. Paul Thomas

Nicholas A. Packer

Paul J. O Shea

Nicholas A. Packer

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|-----------------------------------------------------------------|
| 16.1 | Letter of Deloitte & Touche Ltd., Bermuda, dated June 22, 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 hereunto duly authorized.

Date: June 22, 2012

ENSTAR GROUP LIMITED

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