

Enstar Group LTD
Form 8-K/A
September 27, 2011

**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): July 12, 2011

Enstar Group Limited

(Exact name of registrant as specified in its charter)

Bermuda

001-33289

N/A

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

P.O. Box HM 2267, Windsor Place, 3rd Floor
18 Queen Street, Hamilton HM JX Bermuda

N/A

(Address of principal executive offices)

(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))
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Item 9.01. Financial Statements and Exhibits

SIGNATURES

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We are amending the Current Report on Form 8-K that we filed on July 12, 2011 to include the Financial Statements of Business Acquired in connection with the acquisition of Clarendon National Insurance Company from Clarendon Insurance Group, Inc., an affiliate of Hannover Re, 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 financial statements of Clarendon National Insurance Company are attached hereto as Exhibits 99.1 and 99.2 and are incorporated in their entirety herein by reference.

(b) Pro Forma Financial Information.

The required pro forma financial information of Enstar Group Limited and Clarendon National Insurance Company is attached hereto as Exhibit 99.3 and is incorporated in its entirety herein by reference.

(d) Exhibits.

23.1 Consent of KPMG LLP.

99.1 Audited financial statements of Clarendon National Insurance Company and subsidiaries as of and for the years ended December 31, 2010 and 2009.

99.2 Unaudited interim financial statements of Clarendon National Insurance Company and subsidiaries as of June 30, 2011 and for the six months ended June 30, 2011 and 2010.

99.3 Unaudited pro forma condensed combined balance sheet of Enstar Group Limited and Clarendon National Insurance Company as of June 30, 2011 and unaudited pro forma condensed combined statements of earnings of Enstar Group Limited and Clarendon National Insurance Company for the six months ended

June 30, 2011 and the year ended
December 31, 2010.

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: September 27, 2011

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

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