

Enstar Group LTD
Form 8-K
May 17, 2018

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): May 14, 2018

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, 3 rd Floor | | N/A |
| 22 Queen Street, Hamilton HM JX Bermuda | | |
| (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On May 14, 2018, Enstar Group Limited (the “Company”) completed the previously announced transaction to acquire all of the outstanding shares and warrants of KaylaRe Holdings, Ltd. (“KaylaRe”), following the receipt of all required regulatory approvals. In consideration for the acquired shares and warrants of KaylaRe, the Company issued an aggregate of 2,007,017 of its ordinary shares comprising 1,501,778 voting ordinary shares and 505,239 Series E Non-Voting Ordinary Shares to the shareholders of KaylaRe.

For a detailed description of the transaction described above, refer to the Company’s Current Report on Form 8-K filed on February 8, 2018, which is incorporated herein by reference.

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.

**ENSTAR GROUP
LIMITED**

Date: May 17, 2018 By: /s/ Guy Bowker
Guy Bowker
Chief Financial Officer