

Eagle Point Credit Co Inc.
Form 4
January 08, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Enstar Group LTD

(Last) (First) (Middle)

PO BOX 2267, WINDSOR
PLACE, THIRD FLOOR, 22
QUEEN STREET

(Street)

HAMILTON, D0 HM JX

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Eagle Point Credit Co Inc. [ECC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2014		S		125,000	D	\$ 20.0005	1,700,278	I	See footnote <u>(1)</u>
Common Stock	11/07/2014		S		425,000	D	\$ 20.0004	1,275,278	I	See footnote <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Enstar Group LTD PO BOX 2267, WINDSOR PLACE THIRD FLOOR, 22 QUEEN STREET HAMILTON, D0 HM JX		X		
Kenmare Holdings Ltd. PO BOX 2267, WINDSOR PLACE THIRD FLOOR, 22 QUEEN STREET HAMILTON, D0 HM JX		X		
Fitzwilliam Insurance Ltd PO BOX 2267, WINDSOR PLACE THIRD FLOOR, 22 QUEEN STREET HAMILTON, D0 HM JX		X		

Signatures

/s/ Richard J.
Harris 01/08/2015

__Signature of
Reporting Person

Date

Richard J.
Harris 01/08/2015

__Signature of
Reporting Person

Date

Richard J.
Harris 01/08/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares were owned directly by Fitzwilliam Segregated Account No. 31 ("Cell 31"), a segregated account within Fitzwilliam Insurance Limited, a Bermuda segregated cell company ("FIL"), which is a wholly-owned subsidiary of Kenmare Holdings Ltd., a Bermuda company ("Kenmare"), which is a wholly-owned subsidiary of Enstar Group Limited, a Bermuda company ("Enstar"). FIL has

(1) issued non-voting preferred shares related solely to the economic interest in Cell 31 to Bayshore Holdings Ltd., a Bermuda company ("Bayshore"). Kenmare owns approximately 59% of Bayshore. Kenmare and Enstar disclaim beneficial ownership of the shares held by Cell 31 except to the extent of their pecuniary interest therein. Kenmare and Enstar were indirect beneficial owners of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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