

Essent Group Ltd.
Form 4
November 05, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEINSTOCK DAVID B

(Last) (First) (Middle)

**C/O ESSENT GROUP LTD.
CLARENDON HOUSE, 2
CHURCH STREET**

(Street)

HAMILTON, D0 HM 11

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Essent Group Ltd. [ESNT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares, par value \$0.015	11/05/2013		C	(3)	21,783	A	(1) 21,783 D
Common Shares, par value \$0.015	11/05/2013		C	(4)	45,146	A	(2) 66,929 D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Common Shares	<u>(1)</u>	11/05/2013		C	16,236 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Shares 21,78 <u>(1)</u> (3)
Class B-2 Common Shares	<u>(2)</u>	11/05/2013		C	115,871 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Shares 45,14 <u>(2)</u> (4)
Restricted Share Units	<u>(5)</u>	11/05/2013		A	12,000	<u>(5)</u> <u>(5)</u>	Common Shares 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINSTOCK DAVID B C/O ESSENT GROUP LTD. CLARENDON HOUSE 2 CHURCH STREET HAMILTON, D0 HM 11			VP & Chief Accounting Officer	

Signatures

/s/ Mary Lourdes Gibbons, as attorney-in-fact

11/05/2013

__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).

- (1) The Class A Common Shares automatically converted into Common Shares, par value \$0.015, after giving effect to the 2 for 3 share split, immediately prior to consummation of the issuer's initial public offering.
- (2) The Class B-2 Common Shares that are eligible to vest under the issuer's Amended and Restated 2009 Restricted Share Plan (the "2009 Plan") automatically converted into Common Shares, par value \$0.015, after giving effect to the 2 for 3 share split, immediately prior to

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consummation of the issuer's initial public offering and any Class B-2 Common Shares that are not eligible to vest under the 2009 Plan were forfeited immediately prior to consummation of the issuer's initial public offering.

- (3) Includes 13,975 restricted shares granted under the issuer's Annual Leadership Bonus Plan, of which 6,937 vest on January 1, 2014, 4,622 vest on January 1, 2015 and the remaining restricted shares vest on January 1, 2016.
- (4) Includes 30,097 restricted shares granted under the issuer's 2009 Plan, of which 15,049 vest on December 1, 2013 and 15,048 vest on December 1, 2014.

- Granted under the issuer's 2013 Long-Term Incentive Plan effective immediately prior to the consummation of the issuer's initial public offering.
- (5) The restricted share units will be settled in the issuer's common shares, subject to time-based vesting, and will vest and settle in equal annual installments during the three-year period commencing January 1, 2014.

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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