

Essent Group Ltd.  
Form 8-K  
November 25, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of report (Date of Earliest Event Reported): **November 19, 2014**

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**ESSENT GROUP LTD.**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State of Incorporation)

**005-87689**  
(Commission

**Not Applicable**  
(I.R.S. Employer

File Number)

Identification No.)

**Clarendon House**

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**2 Church Street**

**Hamilton HM 11, Bermuda**

(Address of Principal Executive Offices and Zip Code)

**(441) 297-9901**

(Registrant's telephone number, including area code)

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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:

- 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 8 Other Events**

**Item 8.01 Other Events.**

Certain exhibits are filed herewith in connection with the Prospectus Supplement dated November 19, 2014 to the Prospectus dated November 17, 2014, forming part of the Registration Statement on Form S-3 (File No. 333-200311) filed by Essent Group Ltd. (the Company) with the Securities and Exchange Commission covering the offering and sale of an aggregate of 13,800,000 common shares of the Company, par value \$0.015 per share (the Common Shares), by the Company and certain selling shareholders.

On November 19, 2014, the Company entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith, as representatives of the underwriters listed on Schedule I thereto (collectively, the Underwriters), and the Selling Shareholders listed on Schedule II thereto (the Selling Shareholders) in connection with the offering and sale by the Company of 6,000,000 Common Shares and the offering and sale by the Selling Shareholders named therein of 6,000,000 Common Shares, at a public offering price of \$22.25 per share, less an underwriting discount of \$1.001250 per share. In addition, the Underwriters were granted an option pursuant to the Underwriting Agreement to purchase an additional 1,800,000 Common Shares from such Selling Shareholders, which option has been exercised prior to the date hereof. The Company expects to receive proceeds from this offering, net of underwriting discounts and commissions and estimated expenses payable by the Company, of approximately \$126.6 million. The Company will not receive any proceeds from the sale of common shares by the Selling Shareholders.

The Underwriting Agreement and opinions of counsel are filed as exhibits hereto.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 19, 2014, by and among the Company, Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein, and the Selling Shareholders
5.1	Opinion of Conyers Dill & Pearman Limited

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 25, 2014

ESSENT GROUP LTD.

By:

/s/ Lawrence E. McAlee

Name: Lawrence E. McAlee

Title: Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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