Essent Group Ltd. Form 4 May 11, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* Levine Allan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Essent Group Ltd. [ESNT]

3. Date of Earliest Transaction

(Check all applicable)

(First) (Middle) (Last)

(Month/Day/Year) 05/06/2015

X\_ Director 10% Owner Officer (give title Other (specify

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

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

HAMILTON, D0 HM11

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

(Zip)

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	<u>(1)</u>	05/06/2015		A	4,487	<u>(1)</u>	<u>(1)</u>	Common Shares	4,487	\$

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Levine Allan

C/O ESSENT GROUP LTD.
CLARENDON HOUSE, 2 CHURCH STREET
HAMILTON, D0 HM11

## **Signatures**

/s/ Mary Lourdes Gibbons, as attorney-in-fact 05/11/2015

\*\*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).

X

Granted under the issuer's 2013 Long-Term Incentive Plan pursuant to the issuer's director compensation plan and will vest in full on May 6, 2016. Each restricted share unit represents a contingent right to receive one ESNT common share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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