

Essent Group Ltd.
Form 4
November 05, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gibbons Mary Lourdes

(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
X Officer (give title below) ____ Other (specify below)
SVP, Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, par value \$0.015	11/05/2013		C	56,045 (4)	A 56,045	D	
Common Shares, par value \$0.015	11/05/2013		C	144,468 (5)	A 200,513	D	
Common Shares, par value	11/05/2013		A	75,000 (3)	A 275,513	D	

\$0.015

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)		8. Date of Issuance (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		41,832	<u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Shares	56,045 <u>(1)</u> <u>(4)</u>
Class B-2 Common Shares	<u>(2)</u>	11/05/2013		C		370,787	<u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Common Shares	144,468 <u>(2)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibbons Mary Lourdes C/O ESSENT GROUP LTD. CLARENDON HOUSE 2 CHURCH STREET HAMILTON, D0 HM 11			SVP, Chief Legal Officer	

Signatures

/s/ Mary Lourdes
Gibbons

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.

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- (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 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) Represents restricted shares granted under the issuer's 2013 Long-Term Incentive Plan effective immediately prior to the consummation of the issuer's initial public offering, including 37,500 restricted shares subject to time-based and performance-based percentage vesting, with any shares becoming earned based upon the issuer's compounded annual book value per share growth percentage during a three-year performance period commencing January 1, 2014, vesting on the one year anniversary of the completion of the performance period, and 37,500 restricted shares subject to time-based vesting, vesting in equal annual installments during the four-year period commencing January 1, 2014.

- (4) Includes 32,364 restricted shares granted under the issuer's Annual Leadership Bonus Plan, of which 15,356 vest on January 1, 2014, 10,688 vest on January 1, 2015, and the remaining restricted shares vest on January 1, 2016.

- (5) Includes 48,156 restricted shares granted under the issuer's 2009 Plan that vest on June 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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