

Essent Group Ltd.
Form 3
October 30, 2013

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â WEINSTOCK DAVID B

(Last) (First) (Middle)

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

(Street)

HAMILTON,Â D0Â HM 11

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/30/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration Title Amount or
Exercisable Date Number of

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				Shares			or Indirect (I) (Instr. 5)	
Class A Common Shares	Â (1)	Â (1)	Common Shares	21,783 (3)	\$ (1)		D	Â
Class B-2 Common Shares	Â (2)	Â (2)	Common Shares	45,146 (4)	\$ (2)		D	Â

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,Â D0Â HM 11	Â	Â	Â VP & Chief Accounting Officer	Â

Signatures

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

10/30/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 convert into Common Shares, par value \$0.015 per share, after giving effect to the 2 for 3 share split, immediately prior to consummation of the issuer's initial public offering.
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 convert into Common Shares, par value \$0.015 per share, 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 are forfeited immediately prior to consummation of the issuer's initial public offering.
- (3) Includes restricted 13,975 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.

Â

Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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