

Essent Group Ltd.
Form 4
January 05, 2016

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 HM11

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2016

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 Indirect Beneficial Ownership (Instr. 4) | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common shares, par value \$0.015 | 01/01/2016 | | M | 4,559 | A | Ⓣ | 70,672 | D |
| Common shares, par value \$0.015 | 01/01/2016 | | F | <u>1,633</u> ⁽²⁾ | D | \$ 21.89 | 69,039 | D |
| Common shares, par value | 01/01/2016 | | F | 768 ⁽³⁾ | D | \$ | 68,271 | D |
| | | | | | | 22.075 | | |

\$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 (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. Pr Deriv Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted share units | <u>(1)</u> | 01/01/2016 | | M | 4,000 | <u>(4)</u> | <u>(4)</u> | Common shares, par value \$0.015 | 4,000 |
| Restricted share units | <u>(1)</u> | 01/01/2016 | | M | 559 | <u>(5)</u> | <u>(5)</u> | Common shares, par value \$0.015 | 559 |

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 HM11 | | | VP & Chief Accounting Officer | |

Signatures

/s/ Lawrence E. McAlee, as attorney-in-fact

01/05/2016

__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) Restricted share units convert into common shares on a one-for-one basis.
- (2) Represents shares delivered to issuer to satisfy tax withholding obligations upon the vesting of restricted share units.
- (3) Represents shares delivered to issuer to satisfy tax withholding obligations upon the vesting of restricted shares.
- (4) On November 5, 2013, the reporting person was granted 12,000 restricted share units, vesting in equal installments on each of January 1, 2015, 2016 and 2017.
- (5) On February 14, 2014, the reporting person was granted 1,676 restricted share units, vesting in equal installments on each of January 1, 2015, 2016 and 2017.

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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