

Essent Group Ltd.
Form 4
March 13, 2015

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 *
PBRA (CAYMAN) Co

(Last) (First) (Middle)

C/O PINE BROOK ROAD
PARTNERS LLC, 60 EAST 42ND
STREET, 50TH FLOOR

(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	03/11/2015		J ⁽¹⁾	1,019,769 <u>(1)</u>	D \$ 0 <u>(1)</u> 12,063,295 <u>(2)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u>

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

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(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PBRA (CAYMAN) Co C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks
Pine Brook Road Advisors, LP C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks
PBRA, LLC C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks
NEWMAN HOWARD H C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks

Signatures

PBRA (CAYMAN) COMPANY, By: /s/ Robert Jackowitz, Director 03/13/2015
**Signature of Reporting Person Date

PINE BROOK ROAD ADVISORS, LP By: /s/ Robert Jackowitz, Chief Compliance Officer 03/13/2015
**Signature of Reporting Person Date

PBRA, LLC By: /s/ Robert Jackowitz, Executive Vice President 03/13/2015

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__Signature of Reporting Person

Date

HOWARD H. NEWMAN By: /s/ Robert Jackowitz, Attorney-in-Fact

03/13/2015

__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).
 - (1) Represents a pro-rata, in-kind liquidating distribution of Common Shares from Pine Brook Essent Co-Invest, L.P., a Cayman Islands exempted limited partnership, ("Essent Co-Invest"), to its limited partners, without receipt of consideration. PRBA (Cayman) Company, a Cayman Islands exempted company, ("PRBA") is the general partner of Essent Co-Invest.
 - (2) Represents Common Shares held directly by Essent Intermediate, L.P., a Cayman Islands exempted limited partnership, ("Essent Intermediate" and, together with Essent Co-Invest, the "PB Entities"). PRBA is the general partner of Essent Intermediate.

Pine Brook Road Advisors, LP, a Delaware limited partnership, ("Advisors") serves as investment manager to each of the PB Entities. PBRA, LLC, a Delaware limited liability company, serves as general partner of Advisors. Howard H. Newman, a U.S. citizen, ("Mr. Newman") is the sole member of PBRA, LLC. In such capacities, each of PBRA, Advisors, PBRA, LLC and Mr. Newman may be deemed to indirectly beneficially own shares held by the PB Entities and disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein.
 - (3) Pine Brook Road Advisors, LP, a Delaware limited partnership, ("Advisors") serves as investment manager to each of the PB Entities. PBRA, LLC, a Delaware limited liability company, serves as general partner of Advisors. Howard H. Newman, a U.S. citizen, ("Mr. Newman") is the sole member of PBRA, LLC. In such capacities, each of PBRA, Advisors, PBRA, LLC and Mr. Newman may be deemed to indirectly beneficially own shares held by the PB Entities and disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein.

Remarks:

Exhibit 99.1 - Power of Attorney (incorporated by reference to Exhibit 2 to the Schedule 13D/A filed by PRBA (Cayman) Company)

Solely for purposes of Section 16 of the Exchange Act, the PB Entities, and each of PBRA, Advisors, PBRA, LLC and Mr. Newman

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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