

Essent Group Ltd.
Form 3
May 05, 2016

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cashmer Jeff | | (Month/Day/Year) | Essent Group Ltd. [ESNT] | |
| (Last) | (First) | (Middle) | 02/10/2016 | |
| C/O ESSENT GROUP LTD., Â CLARENDON HOUSE, 2 CHURCH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HAMILTON, Â D0Â HM11 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | SVP & Chief Business Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|
| Common shares, par value \$0.015 | 206,753 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cashmer Jeff C/O ESSENT GROUP LTD. CLARENDON HOUSE, 2 CHURCH STREET HAMILTON, D0 HM11 | ^ | ^ | ^ SVP & Chief Business Officer | ^ |

Signatures

Lawrence E. McAlee, as attorney-in-fact 05/05/2016

**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) Includes 44,015 restricted shares granted under the issuer's 2013 Long-Term Incentive Plan subject to time-based vesting, with (i) 10,968 shares vesting on January 1, 2017, (ii) 9,667 shares vesting on March 1, 2017, (iii) 8,491 shares vesting on March 1, 2018, (iv) 9,375 shares vesting on January 1, 2019, and (v) 5,514 shares vesting on March 1, 2019.
- (2) Includes 53,417 restricted shares granted under the issuer's 2013 Long-Term Incentive Plan subject to performance and time-based vesting, with (i) 37,500 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 and vesting on January 1, 2018, (ii) 3,521 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 and vesting on March 1, 2017, (iii) 3,577 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, 2015 and vesting on March 1, 2018, and (iv) 8,819 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, 2016 and vesting on March 1, 2019.

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Remarks:

Exhibit 24 - Power of Attorney

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.