

Essent Group Ltd.
Form 4
January 04, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/01/2017

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)
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 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 Ownership (Instr. 4)
Common shares, par value \$0.015	01/01/2017		M	4,558 A	73,428	D	
Common shares, par value \$0.015	01/01/2017		F	1,639 (2) D	\$ 32.37 71,789	D	

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

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.

SEC 1474
(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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted share units	(1)	01/01/2017		M	4,000	(3) (3)	Common shares, par value \$0.015	4,000 \$
Restricted share units	(1)	01/01/2017		M	558	(4) (4)	Common shares, par value \$0.015	558 \$

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 01/04/2017

__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.

Edgar Filing: Essent Group Ltd. - Form 4

- (2) Represents shares delivered to issuer to satisfy tax withholding obligations upon the vesting of restricted share units.
- (3) 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.
- (4) 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.

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.