

Essent Group Ltd.
Form 4
November 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
MCALEE LAWRENCE E JR

(Last) (First) (Middle)

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

(Street)

HAMILTON, D0 HM 11

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2013

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)
Senior Vice President and CFO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares, par value \$0.015	11/05/2013		C		67,854 ⁽⁴⁾	A	(1) 67,854 D
Common Shares, par value \$0.015	11/05/2013		C		144,468 ⁽⁵⁾	A	(2) 212,322 D
Common Shares, par value	11/05/2013		A		75,000 ⁽³⁾	A	(3) 287,322 D

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- (2) 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 converted into Common Shares, par value \$0.015, 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 were forfeited immediately prior to consummation of the issuer's initial public offering.

- (3) Represents restricted shares granted under the issuer's 2013 Long-Term Incentive Plan effective immediately prior to the consummation of the issuer's initial public offering, including 37,500 restricted shares subject to time-based and performance-based percentage vesting, with any 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, vesting on the one year anniversary of the completion of the performance period, and 37,500 restricted shares subject to time-based vesting, vesting in equal annual installments during the four-year period commencing January 1, 2014.

- (4) Includes 35,779 restricted shares granted under the issuer's Annual Leadership Bonus Plan, of which 17,624 vest on January 1, 2014, 11,836 vest on January 1, 2015 and the remaining restricted shares vest on January 1, 2016.

- (5) Includes 48,156 restricted shares granted under the issuer's 2009 Plan that vest on June 1, 2014.

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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