

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**

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(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.

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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 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.

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- (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.

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