

Essent Group Ltd.
Form 3
October 30, 2013

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 MCALEE LAWRENCE E JR | | (Month/Day/Year) | Essent Group Ltd. [ESNT] | |
| (Last) | (First) | (Middle) | 10/30/2013 | |
| C/O ESSENT GROUP LTD., Â CLARENDON HOUSE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2 CHURCH STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HAMILTON, Â D0 Â HM 11 | | | <input checked="" type="checkbox"/> Officer (give title below) Sr. VP & CFO | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <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) |
|---------------------------------|---|--|---|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|-------------------------|-------|-------|---------------|-------------|--------|----------------------------------|---|
| Class A Common Shares | Â (1) | Â (1) | Common Shares | 67,854 (3) | \$ (1) | D | Â |
| Class B-2 Common Shares | Â (2) | Â (2) | Common Shares | 144,468 (4) | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCALEE LAWRENCE E JR C/O ESSENT GROUP LTD. CLARENDON HOUSE 2 CHURCH STREET HAMILTON,Â D0Â HM 11 | Â | Â | Â Sr. VP & CFO | Â |

Signatures

/s/ Mary Lourdes Gibbons,
attorney-in-fact

10/30/2013

**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) The Class A Common Shares automatically convert into Common Shares, par value \$0.015 per share, after giving effect to the 2 for 3 share split, immediately prior to consummation of the issuer's initial public offering.
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 convert into Common Shares, par value \$0.015 per share, 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 are forfeited immediately prior to consummation of the issuer's initial public offering.
- (3) 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.
- (4) Includes 48,156 restricted shares granted under the issuer's 2009 Plan that vest on June 1, 2014.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ 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.