

WEINSTOCK DAVID B

Form 4

March 05, 2018

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
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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)
03/01/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common shares, par value \$0.015 | 03/01/2018 | | M | | 862 | A \$ 0 ⁽¹⁾ | 27,297 D |
| Common shares, par value \$0.015 | 03/01/2018 | | M | | 1,240 | A \$ 0 ⁽¹⁾ | 28,537 D |
| Common shares, par value | 03/01/2018 | | M | | 768 | A \$ 0 ⁽¹⁾ | 29,305 D |

\$0.015

Common
shares, par
value
\$0.015

03/01/2018

F

901 (2) D\$
44.71

28,404

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. Pr Deriv Secur (Instr. | | |
|---|---|---|---|---|---|--|-----|---|--------------------|---|--|----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted share units | <u>(1)</u> | 03/01/2018 | | M | | 862 | | <u>(3)</u> | <u>(3)</u> | Common shares, par value \$0.015 | 862 | \$ |
| Restricted share units | <u>(1)</u> | 03/01/2018 | | M | | 1,240 | | <u>(4)</u> | <u>(4)</u> | Common shares, par value \$0.015 | 1,240 | \$ |
| Restricted share units | <u>(1)</u> | 03/01/2018 | | M | | 768 | | <u>(5)</u> | <u>(5)</u> | Common shares, par value \$0.015 | 768 | \$ |

Reporting Owners

Reporting Owner Name / Address

WEINSTOCK DAVID B
C/O ESSENT GROUP LTD.

Relationships

Director 10% Owner Officer Other

VP & Chief Accounting Officer

CLARENDON HOUSE, 2 CHURCH STREET
HAMILTON, D0 HM11

Signatures

/s/ Lawrence E. McAlee, as
attorney-in-fact

03/05/2018

__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.
- (2) Represents shares delivered to issuer to satisfy tax withholding obligations upon the vesting of restricted share units.
- (3) On February 10, 2015, the reporting person was granted 2,588 restricted share units, vesting in equal installments on each of March 1, 2016, 2017 and 2018.
- (4) On February 10, 2016, the reporting person was granted 3,721 restricted share units, vesting in equal installments on each of March 1, 2017, 2018 and 2019.
- (5) On February 8, 2017, the reporting person was granted 2,306 restricted share units, vesting in equal installments on each of March 1, 2018, 2019 and 2020.

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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