

Essent Group Ltd.  
Form 4  
February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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 HM11

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2014

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 (D) Price |                                                                                               |                                                          |                                   |
| Common shares, par value \$0.015 | 01/01/2014                           |                                                    | F                              | 5,603<br>(1)                                                      | D \$ 23.81         | 281,719                                                                                       | D                                                        |                                   |
| Common shares, par value \$0.015 | 02/14/2014                           |                                                    | A                              | 4,779                                                             | A (2)              | 286,498                                                                                       | D                                                        |                                   |
| Common shares, par value         | 02/14/2014                           |                                                    | A                              | 7,043                                                             | A (3)              | 293,541                                                                                       | D                                                        |                                   |

\$0.015

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.**

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## 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, D0 HM11

Senior Vice President and CFO

## Signatures

/s/ Lawrence E. McAlee                      02/19/2014

\*\*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) Represents shares delivered to issuer to satisfy tax withholding obligations upon the vesting of restricted shares.
- (2) Represents shares granted under the issuer's 2013 Long-Term Incentive Plan as a portion of annual bonus for 2013. The restricted shares will vest in equal installments on each of January 1, 2015, 2016 and 2017.
- (3)

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Represents restricted shares granted under the issuer's 2013 Long-Term Incentive Plan, including 3,521 restricted shares subject to 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 March 1, 2014 and vesting upon the completion of the performance period, and 3,522 restricted shares subject to time-based vesting in equal installments on each of March 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.