

Essent Group Ltd.  
Form 8-K  
February 10, 2017

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of Earliest Event Reported): February 10, 2017**

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**ESSENT GROUP LTD.  
(Exact name of registrant as specified in its charter)**

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|---------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|
| <b>Bermuda<br/>(State of Incorporation)</b> | <b>001-36157<br/><br/>(Commission<br/>File Number)</b> | <b>Not Applicable<br/>(I.R.S.<br/>Employer<br/>Identification<br/>No.)</b> |
|---------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|

**Clarendon House**

**2 Church Street**

**Hamilton HM11, Bermuda  
(Address of Principal Executive Offices and Zip Code)  
(441) 297-9901  
(Registrant's telephone number, including area code)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

On February 10, 2017, Essent Group Ltd. (the “Company”) issued a press release announcing its financial results for the quarter ended December 31, 2016. A copy of this press release is furnished as Exhibit 99.1 to this report.

The information in this report, including Exhibit 99.1, has been “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section. The information in this report shall not be incorporated by reference into any filing or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

| No.  | Description                                                     |
|------|-----------------------------------------------------------------|
| 99.1 | Press Release issued by Essent Group Ltd. on February 10, 2017. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ESSENT GROUP LTD.**

By: /s/ LAWRENCE E. MCALEE

Name: Lawrence E. McAlee

Title: Senior Vice President and Chief  
Financial Officer

Date: February 10, 2017

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**EXHIBIT INDEX**

Exhibit

| No.  | Description                                                     |
|------|-----------------------------------------------------------------|
| 99.1 | Press Release issued by Essent Group Ltd. on February 10, 2017. |

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