

WEINSTOCK DAVID B  
Form 4  
March 05, 2018

**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 \*  
**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  
 Officer (give title below)  Other (specify below)  
**VP & Chief Accounting Officer**

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 or Price		
Common shares, par value \$0.015	03/01/2018		M		862 A \$ 0 <sup>(1)</sup> 27,297	D	
Common shares, par value \$0.015	03/01/2018		M		1,240 A \$ 0 <sup>(1)</sup> 28,537	D	
Common shares, par value	03/01/2018		M		768 A \$ 0 <sup>(1)</sup> 29,305	D	

\$0.015

Common  
 shares, par  
 value 03/01/2018 F 901 (2) D \$ 44.71 28,404 D  
 \$0.015

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 (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)
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	Relationships			
	Director	10% Owner	Officer	Other
WEINSTOCK DAVID B C/O ESSENT GROUP LTD.			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. 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.