

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 *

Â MARZOL ADOLFO

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/30/2013

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Executive Vice President

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

C/O ESSENT GROUP
LTD.,Â CLARENDON HOUSE
2 CHURCH STREET

(Street)

HAMILTON,Â D0Â HM 11

(City)

(State)

(Zip)

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)

**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.**

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 (I) (Instr. 5)	
Class A Common Shares	Â (1)	Â (1)	Common Shares	93,654	\$ (1)	D	Â
Class B-2 Common Shares	Â (2)	Â (2)	Common Shares	361,170 (3)	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARZOL ADOLFO C/O ESSENT GROUP LTD. CLARENDON HOUSE 2 CHURCH STREET HAMILTON,Â D0Â HM 11	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Mary Lourdes Gibbons, as
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.
- (2) 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 120,390 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.