

Essent Group Ltd.
Form 3
October 30, 2013

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**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 PBRA (CAYMAN) Co

(Last) (First) (Middle)

C/O PINE BROOK ROAD
PARTNERS LLC,Â 60 EAST
42ND STREET, 50TH FLOOR

(Street)

NEW YORK,Â NYÂ 10165

(City) (State) (Zip)

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 ____X__ 10% Owner

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

See Remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person

__X__ Form filed by More than One
Reporting Person

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)

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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 Expiration Title Amount or
Exercisable Date Number of

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				Shares			or Indirect (I) (Instr. 5)	
Class A Common Shares	Â (2)	Â (2)	Common Shares	11,563,295	\$ (2)		D (3)	Â
Class A Common Shares	Â (2)	Â (2)	Common Shares	15,097,726	\$ (2)		I	See footnote (1) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PBRA (CAYMAN) Co C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165	Â	Â X	Â	See Remarks
Essent Intermediate, L.P. C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165	Â	Â X	Â	See Remarks

Signatures

PRBA (Cayman) Company By: /s/ Joseph Gantz Name: Joseph Gantz Title: 10/30/2013
Director

__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).
- This Form 3 is being filed on behalf of PRBA (Cayman) Company, a Cayman Islands exempted company ("PRBA") and Essent Intermediate, L.P., a Cayman Islands exempted limited partnership ("Essent Intermediate") (collectively, the "Reporting Persons"). PRBA is the general partner of Essent Intermediate and Pine Brook Essent Co-Invest, L.P., a Cayman Islands exempted limited partnership ("Essent Co-Invest" and, together with Essent Intermediate, the "PB Entities"). PBRA may be deemed to indirectly beneficially own shares held by the PB Entities and disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein. Essent Intermediate disclaims beneficial ownership of all shares reported herein except those reported as held directly by it.
- (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 the consummation of the issuer's initial public offering.
 - (3) Represents Class A Common Shares held directly by Essent Intermediate.
 - (4) Represents Class A Common Shares held directly by Essent Intermediate and Essent Co-Invest.

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Remarks:

Solely for purposes of Section 16 of the Exchange Act, the PB Entities, and PRBA by virtue of

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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