

Essent Group Ltd.  
Form 4  
November 14, 2016

**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 \*  
PBRA (CAYMAN) Co

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2016

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)  
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 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, par value \$0.015	11/10/2016		S <sup>(1)</sup>	2,300,000 D	\$ 28.75 8,424,186	I	See Footnotes (2) (3)

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

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SEC 1474 (9-02)



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PINE BROOK ROAD ADVISORS, LP, By: /s/ Robert Jackowitz, Chief Compliance Officer	11/14/2016
__Signature of Reporting Person	Date
PBRA, LLC, By: /s/ Robert Jackowitz, Executive Vice President	11/14/2016
__Signature of Reporting Person	Date
HOWARD H. NEWMAN, By: /s/ Robert Jackowitz, Attorney-in-Fact	11/14/2016
__Signature of Reporting Person	Date
ESSENT INTERMEDIATE, L.P., By: PBRA (CAYMAN) COMPANY, its general partner, By: /s/ Rob Jackowitz, Director	11/14/2016
__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).  

The Reporting Persons acknowledge that the sale of Common Shares ("Shares") reported herein may be matchable under Section 16(b) of the Exchange Act, for profit, with the Reporting Persons' purchase of 15,534 Shares on May 19, 2016, to the extent of 15,534 shares.
- (1) The Reporting Persons have agreed to pay to the Issuer the full amount of any such profits, less transaction costs, to the extent of their pecuniary interest therein.
  - (2) Represents Shares held directly by Essent Intermediate, L.P., a Cayman Islands exempted limited partnership ("Essent Intermediate"). PBRA (Cayman) Company, a Cayman Islands exempted company ("PBRA Cayman"), is the general partner of Essent Intermediate.  

Pine Brook Road Advisors, LP, a Delaware limited partnership, ("Advisors") serves as investment manager to Essent Intermediate. PBRA, LLC, a Delaware limited liability company, serves as general partner of Advisors. Howard H. Newman, a U.S. citizen, ("Mr. Newman") is the sole member of PBRA, LLC. In such capacities, each of PBRA Cayman, Advisors, PBRA, LLC and Mr. Newman may be deemed to indirectly beneficially own Shares held by Essent Intermediate and disclaims beneficial ownership of all such Shares except to the extent of any indirect pecuniary interest therein.
  - (3)

### Remarks:

Exhibit 99.1 - Power of Attorney (incorporated by reference to Exhibit 2 to the Schedule 13D/A filed by PBRA (Cayman) Cor

Solely for purposes of Section 16 of the Exchange Act, Essent Intermediate, and each of PBRA Cayman, Advisors, PBRA, LL

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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