

Essent Group Ltd.
Form 5
February 14, 2017

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
KASMAR ROY JAMES

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HAMILTON,Â D0Â HM11

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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	03/03/2016	Â	G	5,789 (1) D \$ 0	8,124	D	Â
Common shares, par value \$0.015	03/24/2016	Â	G	3,637 (1) D \$ 0	4,487	D	Â

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Common shares, par value \$0.015	08/04/2016	Â	G	4,487 (1)	D	\$ 0 0	D	Â
Common shares, par value \$0.015	03/18/2016	Â	G	1,444 (1) (2)	D	\$ 0 0	I	By Kazmar Co. LLC
Common shares, par value \$0.015	Â	Â	Â	Â	Â	Â	15,357 I	By Roy J. Kasmar Living Trust U/A DTD 07/31/1990

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

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(9-02)

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 Acquired (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 of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KASMAR ROY JAMES
C/O ESSENT GROUP LTD.
CLARENDON HOUSE, 2 CHURCH STREET
HAMILTON,Â D0Â HM11

Â X Â Â Â

Signatures

Lawrence E. McAlee, as
attorney-in-fact

02/14/2017

__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) On March 3, 2016, March 24, 2016 and August 4, 2016, the reporting person transferred 5,789, 3,637 and 4,487 shares, respectively to the Roy J. Kasmar Living Trust U/A DTD 07/31/1990, of which the reporting person is the sole trustee and the reporting person.
- (2) On March 24, 2016, the reporting person directed Kazmar Co. LLC, of which the reporting person is the sole member, to transfer 1,444 shares to the Roy J. Kasmar Living Trust U/A DTD 07/31/1990, of which the reporting person is the sole trustee and the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.