

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, 2015
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

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___X___ Other
(give title below) (specify below)
See Remarks

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

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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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 (1) (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: Director Date: 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) 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"). PRBA 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.
- (2) 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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