

Essent Group Ltd.  
Form 4  
November 26, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
GOLDMAN SACHS GROUP INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 WEST STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/25-05:00/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount		
Common Shares	11/25-05:00/2014		S		732,402	D	
					\$ 21.2488		
					5,306,343	I	

See footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				

## Signatures

/s/ Kevin P. Treanor, 11/26-05:00/2014  
 Attorney-in-fact Date

\_\_Signature of Reporting Person

## 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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group" or the "Reporting Person"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any, and this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.
- (2) Pursuant to an underwriting agreement, dated November 19, 2014 (the "Underwriting Agreement"), and in connection with the offering of common stock, par value \$0.015 per share (the "Common Shares") of Essent Group Ltd. (the "Company") by the Company and its selling shareholders pursuant to the final prospectus dated November 19, 2014, which offering was consummated on November 25, 2014 (the "Offering"), GS Group, as a selling shareholder, sold 563,386 Common Shares.
- (3) Pursuant to the Underwriting Agreement and in connection with the Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional Common Shares from the selling shareholders. Goldman, Sachs & Co., a wholly-owned subsidiary of GS Group, is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Offering on November 25, 2014. GS Group sold an additional 169,016 Common Shares pursuant to the underwriters' exercise of the Over-Allotment Option.
- (4) As of November 25, 2014, as a result of the Offering, GS Group may be deemed to beneficially own directly, in the aggregate, 5,306,343 of the Common Shares.
- (5) Excludes 6,084,060 Common Shares beneficially owned by Commonwealth Annuity and Life Reinsurance Company Limited ("Commonwealth"). The Reporting Person disclaims both any pecuniary interest in any such Common Shares (and the Reporting Person will not report any transactions by Commonwealth in the Common Shares) and beneficial ownership of any such Common Shares for purposes of the calculation of greater than 10% beneficial ownership.

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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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