

Essent Group Ltd.  
Form 5  
February 14, 2017

# FORM 5

**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).  
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

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

(Last) (First) (Middle)

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

(Street)

**HAMILTON, D0 HM11**

(City) (State) (Zip)

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**

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)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 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 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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|                                  |                                      |  |                                | (A) or (D) Price  |  |  |  |
| 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  |

|                                  |            |   |   |                  |   |        |        |   |
|----------------------------------|------------|---|---|------------------|---|--------|--------|---|
| Common shares, par value \$0.015 | 08/04/2016 | Â | G | 4,487<br>(1)     | D | \$ 0 0 | D      | Â   |
| Common shares, par value \$0.015 | 03/18/2016 | Â | G | 1,444<br>(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<br>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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**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 Se B O E Is Fi (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<br>C/O ESSENT GROUP LTD.<br>CLARENDON HOUSE, 2 CHURCH STREET<br>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.