

Essent Group Ltd.
Form SC 13G/A
February 05, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Essent Group Ltd.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
G3198U102
(CUSIP Number)
December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. G3198U102

NAMES OF REPORTING PERSONS

1. RenaissanceRe Ventures Ltd.

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

98-0441551

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2. (a) (b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Bermuda

SOLE VOTING POWER

5. 0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

6. 4,666,374

SOLE DISPOSITIVE POWER

7. 0

SHARED DISPOSITIVE POWER

8. 4,666,374

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9. 4,666,374

10. CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. 5.03%*

TYPE OF REPORTING PERSON

12. CO

Calculated based on 92,653,075 common shares outstanding as of November 2, 2015 according to the Form 10-Q
* filed by the issuer with the SEC on November 6, 2015.

CUSIP No. G3198U102

NAMES OF REPORTING PERSONS

1. Renaissance Other Investments Holdings II Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0599008

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a) (b)

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

Bermuda

SOLE VOTING POWER

5. 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6. 4,666,374

SOLE DISPOSITIVE POWER

7. 0

SHARED DISPOSITIVE POWER

8. 4,666,374

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 9.

4,666,374

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. 5.03%*

TYPE OF REPORTING PERSON

12. CO

Calculated based on 92,653,075 common shares outstanding as of November 2, 2015 according to the Form 10-Q
* filed by the issuer with the SEC on November 6, 2015.

CUSIP No. G3198U102

NAMES OF REPORTING PERSONS

1. RenaissanceRe Holdings Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

98-0141974

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a) (b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Bermuda

SOLE VOTING POWER

5. 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6. 4,666,374

SOLE DISPOSITIVE POWER

7. 0

SHARED DISPOSITIVE POWER

8. 4,666,374

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 4,666,374

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11. 5.03%*

TYPE OF REPORTING PERSON

12. CO

* Calculated based on 92,653,075 common shares outstanding as of November 2, 2015 according to the Form 10-Q filed by the issuer with the SEC on November 6, 2015.

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Item 1.

(a) Name of Issuer

Essent Group Ltd.

(b) Address of Issuer's Principal Executive Offices

Clarendon House
2 Church Street
Hamilton, Bermuda HM 11

Item 2.

(a) Name of Person Filing

This schedule is filed on behalf of RenaissanceRe Ventures Ltd. ("RenaissanceRe Ventures"), a Bermuda exempted company and wholly owned subsidiary of Renaissance Other Investments Holdings II Ltd. ("ROIHL II"), a Bermuda exempted company. ROIHL II is a wholly owned subsidiary of RenaissanceRe Holdings Ltd. ("RenaissanceRe Holdings"), a Bermuda exempted company.

(b) Address of Principal Business Office or, if None, Residence

Each of RenaissanceRe Ventures, ROIHL II and RenaissanceRe Holdings have a principal business address of:

Renaissance House
12 Crow Lane
Pembroke HM19
Bermuda

(c) Citizenship

Each of RenaissanceRe Ventures, ROIHL II and RenaissanceRe Holdings are Bermuda exempted companies.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

G3198U102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

RenaissanceRe Ventures, ROIHL II and RenaissanceRe Holdings each may be deemed to beneficially own 4,666,374 shares of the Common Stock of the Issuer.

(b) Percent of Class:

5.03%*

Calculated based on 92,653,075 common shares outstanding as of November 2, 2015 according to the Form 10-Q *filed by the issuer with the SEC on November 6, 2015.

(c) Number of shares as to which such person has:

- | | |
|--|-----------|
| (i) sole power to vote or to direct the vote | 0 |
| (ii) shared power to vote or to direct the vote | 4,666,374 |
| (iii) sole power to dispose or to direct the disposition of | 0 |
| (iv) shared power to dispose or to direct the disposition of | 4,666,374 |

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: •

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: RenaissanceRe Ventures Ltd.

/s/ Stephen H. Weinstein

By:

Name: Stephen H. Weinstein

Title: Senior Vice President, General Counsel and Secretary

Date: February 5, 2016

By: Renaissance Other Investments Holdings II Ltd.

/s/ Stephen H. Weinstein

By:

Name: Stephen H. Weinstein

Title: Senior Vice President, General Counsel and Secretary

Date: February 5, 2016

By: RenaissanceRe Holdings Ltd.

/s/ Stephen H. Weinstein

By:

Name: Stephen H. Weinstein

Title: Senior Vice President, General Counsel and Secretary

Date: February 5, 2016

EXHIBIT A

Item 7 Information

The securities being reported on by RenaissanceRe Holdings Ltd., a Bermuda exempted company, as parent holding company, are owned, or may be deemed to be beneficially owned, by RenaissanceRe Ventures Ltd., a Bermuda exempted company and a wholly owned subsidiary of Renaissance Other Investments Holdings II Ltd., a Bermuda exempted company and wholly owned subsidiary of RenaissanceRe Holdings Ltd.

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