

Essent Group Ltd.  
Form 3  
October 30, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 * |         |          | 2. Date of Event Requiring Statement   | 3. Issuer Name and Ticker or Trading Symbol |  |
| GOLDMAN SACHS GROUP INC                   |         |          | (Month/Day/Year)   | Essent Group Ltd. [ESNT]                    |  |
| (Last)                                    | (First) | (Middle) | 10/30-04:00/2013   |   |  |
| 200 WEST STREET                           |         |          | 4. Relationship of Reporting Person(s) to Issuer   |   |  |
| (Street)                                  |         |          | (Check all applicable)   |   |  |
| NEW YORK, NY 10282                        |         |          | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)   |   |  |
|   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)   |   |  |
|   |         |          | <input checked="" type="checkbox"/> Form filed by One Reporting Person   |   |  |
|   |         |          | <input type="checkbox"/> Form filed by More than One Reporting Person  |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares                      | 7,548,863  | I   | See footnotes (1) (2) (3)                                |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

## Edgar Filing: Essent Group Ltd. - Form 3

| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC<br>200 WEST STREET<br>NEW YORK, NY 10282 | Â             | Â         | Â       | Â     |

## Signatures

|                                       |                  |
|---------------------------------------|------------------|
| /s/ Yvette Kusic,<br>Attorney-in-fact | 10/30-04:00/2013 |
|---------------------------------------|------------------|

\*\*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 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) GS Group may be deemed to beneficially own directly, in the aggregate, 7,548,863 shares of common stock, par value \$0.015 per share (the "Common Shares") of Essent Group Ltd.

(3) Excludes an additional 7,548,863 of the 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.

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