

KASMAR ROY JAMES

Form 4

May 03, 2019

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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. Date of Earliest Transaction  
(Month/Day/Year)  
**05/01/2019**

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common shares, par value \$0.015	05/02/2019		M	3,214 A	3,214	D	

Common  
shares, par  
value  
\$0.015

23,905

I

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.

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.

SEC 1474  
(9-02)

**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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title	
Restricted share units	(2)	05/01/2019		A	2,432	(2) (2)	Common shares, par value \$0.015	2,432
Restricted share units	(1)	05/02/2019		M	3,214	(3) (3)	Common shares, par value \$0.015	3,214

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KASMAR ROY JAMES  
C/O ESSENT GROUP LTD.  
CLARENDON HOUSE, 2 CHURCH STREET  
HAMILTON, D0 HM11 X

## Signatures

Lawrence E. McAlee, as  
attorney-in-fact 05/03/2019

\*\*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) Restricted share units convert into common shares on a one-for-one basis.

(2) Granted under the issuer's 2013 Long-Term Incentive Plan pursuant to the issuer's director compensation plan and will vest in full on May 1, 2020. Each restricted share unit represents a contingent right to receive one ESNT common share.

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(3) On May 2, 2018, the reporting person was granted 3,214 restricted share units which vested in full on May 2, 2019.

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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