

1448893

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: February 28, 2009

Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer  
Essent Group Ltd.

Jurisdiction of Incorporation/Organization  
Bermuda

Year of Incorporation/Organization (Select one)

Over Five Years Ago  Within Last Five Years (specify year)  2008  Yet to be Formed

Previous Name(s)  None

PROCESSED  
MAR 13 2009  
THOMSON REUTERS

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1  
Clarendon House  
City  
Hamilton HM 11  
State/Province/Country  
Bermuda

Street Address 2  
2 Church Street  
ZIP/Postal Code  
Phone No.  
(441) 299-4912

Item 3. Related Persons

Last Name  
Casale  
First Name  
Mark  
Middle Name

Street Address 1  
201 King of Prussia Road, Suite 200  
City  
Radnor  
State/Province/Country  
Pennsylvania  
ZIP/Postal Code  
19087

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

SEC  
Mail Processing  
Section  
MAR 02 2009  
Washington, DC  
105

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

- Other Banking & Financial Services

- Business Services
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy

- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care

- Manufacturing
- Real Estate
  - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports



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**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1)            | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(2)            | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(3)            | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(5)            | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(6)            | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input checked="" type="checkbox"/> Section 3(c)(7) |   |

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:       OR       First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?       Yes       No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient

[Empty box]

Recipient CRD Number

[Empty box]

No CRD Number

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number

[Empty box]

No CRD Number

Street Address 1

[Empty box]

Street Address 2

[Empty box]

City

[Empty box]

State/Province/Country

[Empty box]

ZIP/Postal Code

[Empty box]

States of Solicitation  All States

- AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID
- IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO
- MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA
- RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

(Identify additional person(s) being paid compensation by checking this box  and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 576,498,237.40 OR  Indefinite

(b) Total Amount Sold \$ 10,000,000.00

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 566,498,237.40 OR  Indefinite

Clarification of Response (if Necessary)

Additional amounts may be sold, subject to capital commitment calls, up to an aggregate maximum amount committed of \$576,498,237.40.

Item 14. Investors

Check this box  if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: [Empty box]

Enter the total number of investors who already have invested in the offering: 9

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0  Estimate

Finders' Fees \$ 0  Estimate

Clarification of Response (if Necessary)

[Empty box]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

Estimate

Clarification of Response (if Necessary)

Includes annual salary and target bonus for Mark Casale, Chief Executive Officer.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Name of Signer

Signature

Title

Number of continuation pages attached:

Date

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name Spiegel First Name William Middle Name  
Street Address 1 100 Park Avenue, Suite 2100 Street Address 2  
City New York State/Province/Country New York ZIP/Postal Code 10017  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

Last Name Glanville First Name Robert Middle Name  
Street Address 1 100 Park Avenue, Suite 2100 Street Address 2  
City New York State/Province/Country New York ZIP/Postal Code 10017  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

Last Name Levine First Name Allan Middle Name  
Street Address 1 85 Broad Street, 28th Floor Street Address 2  
City New York State/Province/Country New York ZIP/Postal Code 10004  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

Last Name Gasvoda First Name Kevin Middle Name  
Street Address 1 1 New York Plaza, 47th Floor Street Address 2  
City New York State/Province/Country New York ZIP/Postal Code 10004  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Sica, First Name: Frank, Middle Name: [ ]  
Street Address 1: 485 Lexington Avenue, 23rd Floor, Street Address 2: [ ]  
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10017  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Tyler, First Name: Lauren, Middle Name: [ ]  
Street Address 1: 383 Madison Avenue, Floor 38, Street Address 2: [ ]  
City: New York, State/Province/Country: New York, ZIP/Postal Code: 10179  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Nichols, Jr., First Name: John, Middle Name: D.  
Street Address 1: 8-20 East Broadway, Street Address 2: [ ]  
City: Pembroke HM 19, State/Province/Country: Bermuda, ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Pestcoe, First Name: Marvin, Middle Name: [ ]  
Street Address 1: One Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: Connecticut, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Wenger  
 First Name: Joseph  
 Middle Name:   
 Street Address 1: 201 King of Prussia Road, Suite 200  
 Street Address 2:   
 City: Radnor  
 State/Province/Country: Pennsylvania  
 ZIP/Postal Code: 19087  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary):

Last Name: Gibbons  
 First Name: Mary  
 Middle Name:   
 Street Address 1: 201 King of Prussia Road, Suite 200  
 Street Address 2:   
 City: Radnor  
 State/Province/Country: Pennsylvania  
 ZIP/Postal Code: 19087  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary):

Last Name: Ferguson  
 First Name: Dawna  
 Middle Name:   
 Street Address 1: Clarendon House  
 Street Address 2: 2 Church Street  
 City: Hamilton HM 11  
 State/Province/Country: Bermuda  
 ZIP/Postal Code:   
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary):

Last Name:   
 First Name:   
 Middle Name:   
 Street Address 1:   
 Street Address 2:   
 City:   
 State/Province/Country:   
 ZIP/Postal Code:   
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

END