

Essent Group Ltd.  
Form SC 13G/A  
February 13, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

ESSENT GROUP LTD.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

G3198U102  
(CUSIP Number)

December 31, 2014  
(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 on 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 ("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).

Continued on following pages  
Page 1 of 12 Pages  
Exhibit Index: Page 9

CUSIP NO. G3198U102

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1. Names of Reporting Persons

SOROS FUND MANAGEMENT LLC

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

|  |    |                                     |
|--|----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5. | Sole Voting Power<br>5,981,279      |
|  | 6. | Shared Voting Power<br>0            |
|  | 7. | Sole Dispositive Power<br>5,981,279 |
|  | 8. | Shared Dispositive Power<br>0       |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,981,279

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

6.46%

12. Type of Reporting Person (See Instructions)

OO



CUSIP NO. G3198U102

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1. Names of Reporting Persons

GEORGE SOROS

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

UNITED STATES

|  |    |                                       |
|--|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5. | Sole Voting Power<br>0                |
|  | 6. | Shared Voting Power<br>5,981,279      |
|  | 7. | Sole Dispositive Power<br>0           |
|  | 8. | Shared Dispositive Power<br>5,981,279 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,981,279

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

6.46%

12. Type of Reporting Person (See Instructions)

IN



CUSIP NO. G3198U102

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1. Names of Reporting Persons

ROBERT SOROS

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

UNITED STATES

|  |    |                                       |
|--|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5. | Sole Voting Power<br>0                |
|  | 6. | Shared Voting Power<br>5,981,279      |
|  | 7. | Sole Dispositive Power<br>0           |
|  | 8. | Shared Dispositive Power<br>5,981,279 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,981,279

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

6.46%

12. Type of Reporting Person (See Instructions)

IN



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Item 1(a). Name of Issuer:

Essent Group Ltd. (the "Issuer").

Item 1(b). Address of the Issuer's Principal Executive Offices:

Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda

Item 2(a). Name of Person Filing:

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

i) Soros Fund Management LLC ("SFM LLC");

ii) George Soros; and

iii) Robert Soros.

This statement relates to Shares (as defined herein) held for the account of Valorina LLC, a Delaware limited liability company ("Valorina"), which is wholly owned by and solely managed and controlled by Quantum Strategic Partners Ltd., a Cayman Islands exempted company ("QSP"). SFM LLC serves as principal investment manager to QSP. As such, SFM LLC has been granted investment discretion over portfolio investments, including the Shares, held for the account of Valorina. George Soros serves as Chairman of SFM LLC and Robert Soros serves as President and Deputy Chairman of SFM LLC.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 888 Seventh Avenue, 33rd Floor, New York, New York 10106.

Item 2(c). Citizenship:

i) SFM LLC is a Delaware limited liability company;

ii) George Soros is a United States citizen; and

iii) Robert Soros is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Shares (the "Shares").



Item 2(e). CUSIP Number:

G3198U102

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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:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

As of February 12, 2015, each of the Reporting Persons may be deemed to be the beneficial owner of 5,981,279 Shares.

Item 4(b). Percent of Class:

As of February 12, 2015, each of the Reporting Persons may be deemed to be the beneficial owner of approximately 6.46% of the total number of Shares outstanding.

Item 4(c). Number of shares as to which such person has:

SFM LLC

|       |   |           |
|-------|---|-----------|
| (i)   | Sole power to vote or direct the vote                   | 5,981,279 |
| (ii)  | Shared power to vote or to direct the vote              | 0         |
| (iii) | Sole power to dispose or to direct the disposition of   | 5,981,279 |
| (iv)  | Shared power to dispose or to direct the disposition of | 0         |

George Soros

|       |   |           |
|-------|---|-----------|
| (i)   | Sole power to vote or direct the vote                   | 0         |
| (ii)  | Shared power to vote or to direct the vote              | 5,981,279 |
| (iii) | Sole power to dispose or to direct the disposition of   | 0         |
| (iv)  | Shared power to dispose or to direct the disposition of | 5,981,279 |

Robert Soros

|       |   |           |
|-------|---|-----------|
| (i)   | Sole power to vote or direct the vote                   | 0         |
| (ii)  | Shared power to vote or to direct the vote              | 5,981,279 |
| (iii) | Sole power to dispose or to direct the disposition of   | 0         |
| (iv)  | Shared power to dispose or to direct the disposition of | 5,981,279 |

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

This Item 5 is not applicable.

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

The members of Valorina are entitled to receive, or have the power to direct, the receipt of dividends from or the proceeds of sales of the Shares held for the account of Valorina, in accordance with their ownership interests in Valorina.

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

This Item 7 is not applicable.

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

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

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SIGNATURES

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

Date: February 13, 2015

SOROS FUND MANAGEMENT LLC

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Deputy General Counsel

Date: February 13, 2015

GEORGE SOROS

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Attorney-in-Fact

Date: February 13, 2015

ROBERT SOROS

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Attorney-in-Fact

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EXHIBIT INDEX

|   | Page No. |
|---|----------|
| A. Joint Filing Agreement, dated as of February 13, 2015, by and among Soros Fund Management LLC, George Soros, and Robert Soros  | 10       |
| B. Power of Attorney, dated as of June 26, 2009, granted by George Soros in favor of Armando T. Belly, Jodye Anzalotta, Maryann Canfield, Jay Schoenfarber, Robert Soros and David Taylor | 11       |
| C. Power of Attorney, dated as of October 3, 2007, granted by Robert Soros in favor of Armando T. Belly, Jodye Anzalotta, Maryann Canfield, Jay Schoenfarber, and David Taylor            | 12       |

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Schedule 13G with respect to the Common Shares of Essent Group Ltd., dated as of February 13, 2015, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Date: February 13, 2015

SOROS FUND MANAGEMENT LLC

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Deputy General Counsel

Date: February 13, 2015

GEORGE SOROS

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Attorney-in-Fact

Date: February 13, 2015

ROBERT SOROS

By: /s/ Jay Schoenfarber  
Jay Schoenfarber  
Attorney-in-Fact

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EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, GEORGE SOROS, hereby make, constitute and appoint each of ARMANDO T. BELLY, JODYE ANZALOTTA, MARYANN CANFIELD, JAY SCHOENFARBER, ROBERT SOROS and DAVID TAYOR, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chairman of, member of or in other capacities with Soros Fund Management LLC ("SFM LLC") and each of its affiliates or entities advised by me or SFM LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodity Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of these attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

Execution of this power of attorney revokes that certain Power of Attorney dated as of the 16th day of June 2005 with respect to the same matters addressed above.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 26th day of June 2009.

GEORGE SOROS

/s/ Daniel Eule

Daniel Eule

Attorney-in-Fact for George Soros

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EXHIBIT C

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, ROBERT SOROS, hereby make, constitute and appoint each of ARMANDO T. BELLY, JODYE ANZALOTTA, MARYANN CANFIELD, JAY SCHOENFARBER and DAVID TAYLOR, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Deputy Chairman of, member of or in other capacities with Soros Fund Management LLC (“SFM LLC”) and each of its affiliates or entities advised by me or SFM LLC, all documents, certificates, instruments, statements, filings and agreements (“documents”) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodity Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the “SEC”) pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of these attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 3rd day of October 2007.

ROBERT SOROS

/s/ Robert Soros