

Essent Group Ltd.
Form 8-K
May 09, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of Earliest Event Reported): **May 6, 2014**

ESSENT GROUP LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State of Incorporation)

005-87689
(Commission
File Number)

Not Applicable
(I.R.S. Employer
Identification No.)

Clarendon House
2 Church Street

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Hamilton HM11, Bermuda

(Address of Principal Executive Offices and Zip Code)

(441) 297-9901

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 6, 2014, Essent Group Ltd. (the Company) held its 2014 Annual General Meeting of Shareholders (the Annual Meeting). A total of 86,493,803 of the Company's common shares were entitled to vote as of March 21, 2014, the record date for the Annual Meeting, of which 55,420,544 were present in person or by proxy at the Annual Meeting. The following is a summary of the final voting results for each matter presented to shareholders at the Annual Meeting.

Proposal 1 - Election of members of the Company's board of directors for the terms set forth below:

| | Votes For | Votes Withheld | Broker Non-Votes |
|--|------------|----------------|------------------|
| <i>Class I directors to serve through the 2015 Annual General Meeting of Shareholders:</i> | | | |
| Aditya Dutt | 54,297,741 | 55,677 | 1,067,126 |
| Roy J. Kasmar | 54,291,179 | 62,239 | 1,067,126 |
| Andrew Turnbull | 54,297,841 | 55,577 | 1,067,126 |
| <i>Class II directors to serve through the 2016 Annual General Meeting of Shareholders:</i> | | | |
| Robert Glanville | 54,296,941 | 56,477 | 1,067,126 |
| Allan Levine | 54,291,179 | 62,239 | 1,067,126 |
| Vipul Tandon | 54,297,741 | 55,677 | 1,067,126 |
| <i>Class III directors to serve through the 2017 Annual General Meeting of Shareholders:</i> | | | |
| Mark A. Casale | 53,684,052 | 669,366 | 1,067,126 |
| Douglas J. Pauls | 54,297,841 | 55,577 | 1,067,126 |
| William Spiegel | 54,290,379 | 63,039 | 1,067,126 |

Proposal 2 The re-appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014 and until the 2015 Annual General Meeting of Shareholders, and the referral of the determination of the auditors compensation to the board of directors, was ratified:

| | |
|---------------|------------|
| Votes For | 55,301,231 |
| Votes Against | 119,313 |
| Abstentions | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ESSENT GROUP LTD.

By: /s/ LAWRENCE E. MCALEE
Name: Lawrence E. McAlee
Title: Senior Vice President and Chief Financial Officer

Date: May 9, 2014