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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this I	oox if no longer subject to
	Form 4 or Form 5
obligations	may continue. See
Instruction 2	L(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number:	3235-0287								
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Estimated average burden	

		n*	2. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc.</u> [NMIH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			<u></u>	X	Director	10% Owner		
(Last) (First) (Middle) C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL.		· · · ·	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2015		Other (specify below)			
		L.	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Report	ing Person		
EMERYVILLE	CA	94608			Form filed by More than C Person	One Reporting		
(City)	(State)	(Zip)						

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Shares, \$0.01 par value per share	06/16/2015		Р		10,000	A	\$8.07(1)	10,000	Ι	By LLC ⁽²⁾
Class A Common Shares, \$0.01 par value per share								10,000	Ι	By Susan A. Ozanne Family Trust, of which Mr. Ozanne and his wife are co-trustees and beneficiaries
Class A Common Shares, \$0.01 par value per share								69,298 ⁽³⁾	D	

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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The common stock was purchased by Greenrange Partners LLC in a series of open market transactions on the transaction date, with a volume weighted average purchase price of \$8.07. The range of purchase prices on the transaction date was \$8.01 to \$8.10 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.

2. The common stock was purchased by Greenrange Partners LLC, a venture capital investment company, for which the reporting person serves as principle. As a principal, the reporting person may be deemed to beneficially own the shares of stock held by Greenrange Partners LLC.

3. Represents 53,267 class A common shares, 10,000 class A common shares held by the James H. Ozanne Revocable Trust, a living trust of which the reporting person is the sole trustee and sole beneficiary, and 6,031 unvested restricted stock units.

Remarks:

/s/ Nicole C. Sanchez as

Attorney-in-Fact

06/17/2015

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.