
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 10, 2018

NMI Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-36174
(Commission
File Number)**

**45-4914248
(IRS Employer
Identification No.)**

**2100 Powell Street, 12th Floor, Emeryville, CA.
(Address of Principal Executive Offices)**

**94608
(Zip Code)**

**(855) 530-6642
(Registrant's Telephone Number, Including Area Code)
(Former Name or Former Address, if Changed Since Last Report)**

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of President

Effective May 10, 2018, NMI Holdings, Inc. (the "Company") promoted Claudia Merkle to President of the Company. Ms. Merkle, age 59, has served as Executive Vice President, Chief Operating Officer since September 12, 2016. Previously, Ms. Merkle served as Executive Vice President and Chief of Insurance Operations, overseeing the Company's underwriting, marketing and sales operations. Ms. Merkle joined the Company in May 2012 as its Senior Vice President of Underwriting Fulfillment and Risk Operations. Prior to that, Ms. Merkle served as vice president of national and regional accounts, risk and operations at PMI Mortgage Insurance Co., from 1996 to 2012. As President, Ms. Merkle's annual base salary will increase from \$500,000 to \$525,000 and her participation in the Company's executive cash allowance program will increase from \$30,000 per year to \$38,400 per year.

There are no reportable family relationships between Ms. Merkle and any of the Company's officers or directors nor reportable related party transactions under Item 5.02 of Form 8-K. A copy of the press release announcing Ms. Merkle's appointment is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On May 10, 2018, the Company issued a press release announcing that effective May 10, 2018, Ms. Merkle assumed the position of the Company's President, Robert Smith was promoted to Executive Vice President, Chief Risk Officer and Patrick Mathis will move from the role of Executive Vice President, Chief Risk Officer to Executive Vice President of operations and information technology. A copy of the press release is attached hereto as Exhibit 99.1. The information disclosed under this Item and the information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1* NMI Holdings, Inc. News Release dated May 10, 2018

*Furnished herewith.

SIGNATURES

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

NMI Holdings, Inc.
(Registrant)

Date: May 10, 2018

By: /s/ Nicole C. Sanchez
Nicole C. Sanchez
VP, Associate General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	NMI Holdings, Inc. News Release dated May 10, 2018

*Furnished herewith.

FOR IMMEDIATE RELEASE**NMI Holdings, Inc. Promotes Chief Operating Officer Claudia Merkle to President**

EMERYVILLE, CALIF., May 10, 2018 -- NMI Holdings, Inc. (NASDAQ: NMIH), the parent company of [National Mortgage Insurance Corporation \(National MI\)](#), today announced the promotion of Chief Operating Officer Claudia Merkle to the new role of president. In her new role, Merkle will oversee sales, marketing, underwriting operations, servicing and information technology.

“Claudia has been with National MI from the beginning. She developed and led our operations team in the early stages,” said Bradley Shuster, chairman and CEO of NMI Holdings, Inc. “Claudia was also instrumental in building our sales organization, which has become a model for the industry. Our continued success after her promotion to COO in 2016 is just as I expected. Her promotion to president is well-deserved and I look forward to our continued work together for the success of our employees, customers and shareholders.”

Merkle joined National MI in 2012 as senior vice president of underwriting fulfillment and risk operations, was promoted to executive vice president of insurance operations in 2013, and appointed chief operating officer in 2016. Merkle has over 25 years of experience in mortgage banking, mortgage insurance, business development and operations. She has held leadership positions at PMI Mortgage Insurance Co., Meridian Mortgage and Wachovia, among others. Merkle holds a B.S. in management from the Wharton School of Business, University of Pennsylvania.

“I am very honored to be named president of National MI. I appreciate the trust that Brad and the rest of the board of directors have placed in me,” Merkle said. “I’m pleased to play a leading role in National MI’s continued growth and success.”

Two other executives appointed to new roles

NMI Holdings, Inc. also announced new positions for two other senior executives: Patrick Mathis and Robert Smith have been named to new roles.

Patrick Mathis is now executive vice president, operations and information technology. In his new role, Mathis is responsible for overseeing National MI’s underwriting operations, risk operations and IT departments. Mathis will report to National MI President Merkle. Mathis joined National MI in 2012 as an executive vice president. He has over 25 years of experience in the insurance, mortgage and financial industries, including executive level positions in the areas of risk and credit management. Mathis holds a B.A. from the University of North Carolina-Chapel Hill and an M.B.A. from the University of Texas-Austin.

Rob Smith has been promoted to executive vice president and chief risk officer. Smith will now oversee the credit, risk and internal audit departments, and will report to CEO Brad Shuster.

Smith joined National MI in 2012 as vice president of pricing and portfolio analytics. He has more than 18 years of experience in the mortgage and financial services industry, including previous roles at Washington Mutual and PMI Mortgage Insurance Co. Smith is a Chartered Financial Analyst (CFA) and holds a master's degree in engineering from Stanford University and an MBA from Stanford's Graduate School of Business.

About National MI

National Mortgage Insurance Corporation (National MI), a subsidiary of NMI Holdings, Inc. (NASDAQ: NMIH), is a U.S.-based, private mortgage insurance company enabling low down payment borrowers to realize home ownership while protecting lenders and investors against losses related to a borrower's default. To learn more, please visit www.nationalmi.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements about future, not past, events and involve certain important risks and uncertainties, any of which could cause our actual results to differ materially from those expressed in our forward-looking statements. Forward-looking statements in this press release include, without limitation, statements regarding National MI's positioning for future performance. Any or all of our forward-looking statements in this press release may turn out to be inaccurate. More information about the risks, uncertainties and assumptions affecting National MI can be found in the risk factors and forward-looking statements cautionary language contained in our Annual Report on Form 10-K and in other filings made with the Securities and Exchange Commission. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, operating results, business strategy and financial needs. All forward-looking statements are necessarily only estimates of future results, and actual results may differ materially from expectations. You are, therefore, cautioned not to place undue reliance on such statements. We do not undertake, and specifically disclaim, any obligation to revise any forward-looking statements to reflect the occurrence of future events or circumstances.

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