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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous Names

X None

Entity Type

[0001547903](#)

Name of Issuer

NMI Holdings, Inc.

X Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2011

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

NMI Holdings, Inc.

Street Address 1

Street Address 2

1001 19TH STREET NORTH

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

ARLINGTON

VIRGINIA

22209

(703) 312-9588

3. Related Persons

Last Name

First Name

Middle Name

Shuster

Bradley

M.

Street Address 1

Street Address 2

1001 19th Street North

City

State/Province/Country

ZIP/PostalCode

Arlington

VIRGINIA

22209

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Sherwood

John

M.

Street Address 1

Street Address 2

1001 19th Street North

City

State/Province/Country

ZIP/PostalCode

Arlington

VIRGINIA

22209

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McCourt	James	R.
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Scheid	Steven	L.
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Gambs	A. John	
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Ozanne	James	H.
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Dean	Robert	E.
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Slosser	Kenneth	
Street Address 1	Street Address 2	
1001 19th Street North		
City	State/Province/Country	ZIP/PostalCode
Arlington	VIRGINIA	22209

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Kavanagh	Joseph	
<b>Street Address 1</b>	<b>Street Address 2</b>	
1001 19th Street North		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Arlington	VIRGINIA	22209

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
<input checked="" type="checkbox"/> Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes                      No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

#### 5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)  
Rule 504 (b)(1)(ii)  
Rule 504 (b)(1)(iii)

Rule 506  
Securities Act Section 4(5)  
Investment Company Act Section 3(c)  
Section 3(c)(1)                      Section 3(c)(9)  
Section 3(c)(2)                      Section 3(c)(10)  
Section 3(c)(3)                      Section 3(c)(11)  
Section 3(c)(4)                      Section 3(c)(12)  
Section 3(c)(5)                      Section 3(c)(13)  
Section 3(c)(6)                      Section 3(c)(14)  
Section 3(c)(7)

## 7. Type of Filing

New Notice    Date of First Sale     First Sale Yet to Occur  
Amendment

## 8. Duration of Offering

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

## 9. Type(s) of Securities Offered (select all that apply)

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

## 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):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	None
FBR Capital Markets & Co.	25027	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

### Street Address 1

### Street Address 2

1001 19th Street North

City	State/Province/Country	ZIP/Postal Code
Arlington	VIRGINIA	22209

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States     All States    Foreign/non-US

## 13. Offering and Sales Amounts

Total Offering Amount    \$552,500,000 USD or Indefinite

Total Amount Sold \$0 USD  
Total Remaining to be Sold \$552,500,000 USD or Indefinite

Clarification of Response (if Necessary):

#### 14. Investors

Select 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.   
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

#### 15. Sales Commissions & Finder's Fees Expenses

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

Sales Commissions \$38,305,400 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Placement fee paid to FBR Capital Markets & Co.

#### 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.

\$1,610,000 USD  Estimate

Clarification of Response (if Necessary):

Until the company generates revenue from operations, a portion of the proceeds will be used to compensate officers and directors.

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above 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 the 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).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
NMI Holdings, Inc.	/s/ Joseph Kavanagh	Joseph Kavanagh	Secretary	2012-04-23

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.

\* 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.

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