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**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) September 12, 2016**

**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))

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

Appointment of Chief Operating Officer

Effective September 12, 2016, NMI Holdings, Inc. (the "Company") promoted Claudia Merkle to Chief Operating Officer of the Company. Ms. Merkle, age 57, has served as the Executive Vice President and Chief of Insurance Operations since 2013, 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 Chief Operating Officer, Ms. Merkle's annual base salary will increase from \$400,000 to \$450,000.

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 September 14, 2016, the Company issued a press release announcing that effective September 12, 2016, Ms. Merkle assumed the position of the Company's Chief Operating Officer. 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. Press Release dated September 14, 2016.

\*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: September 14, 2016    By: /s/ Nicole C. Sanchez  
Nicole C. Sanchez  
VP, Assistant General Counsel

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1*	NMI Holdings, Inc. News Release dated September 14, 2016

\*Furnished herewith.

**FOR IMMEDIATE RELEASE****National MI's Claudia Merkle Named Chief Operating Officer**

**EMERYVILLE, CA, Sept. 14, 2016** - [National Mortgage Insurance Corporation \(National MI\)](#), a subsidiary of NMI Holdings, Inc., (NASDAQ: NMIH) announces that Claudia Merkle has been named chief operating officer (COO), effective September 12. Merkle will continue to report to CEO Bradley Shuster.

A highly respected leader with more than 25 years of experience in the mortgage industry, Merkle has been with National MI since the company's inception in 2012 when she joined as senior vice president, underwriting and risk operations. In 2013, Merkle was promoted to executive vice president, insurance operations, and in 2015 assumed the additional responsibilities of managing National MI's sales and marketing functions. Merkle played a key role in almost doubling National MI's lender clients in the past two years to over 1,000 clients today. She was also instrumental in developing an innovative rescission relief solution for a majority of National MI's loans.

In her new role as COO, Merkle will continue to lead underwriting, operations, servicing, sales, marketing, and business development.

"Claudia's promotion to COO is well-deserved," Shuster said. "She has demonstrated exceptional leadership abilities and has been a key contributor to National MI's success."

"I'm very pleased to be named COO," Merkle said. "I'm extremely proud of National MI's achievements and the momentum we've generated in four years. I look forward to accomplishing even more in my new role."

Merkle has been instrumental in National MI's expansion: the company tripled its market share in 2015 and reported a profit for the first time in the second quarter of 2016.

Merkle has years of experience in the mortgage banking and mortgage insurance industries, including national and regional business development, operations and risk management. She holds a B.S. in management from the Wharton School of Business, University of Pennsylvania.

**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](http://www.nationalmi.com).

**Cautionary Note Regarding Forward Looking Statements**

This press release contains "forward-looking statements" within the meaning of the 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. 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 do not undertake, and specifically disclaim, any obligation to revise any forward-looking statements to reflect the occurrence of future events or circumstances.

**Press Contact**

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