

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Mathis Patrick L.</u>  (Last) (First) (Middle) C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL.  (Street) EMERYVILLE CA 94608  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/28/2018	3. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc. [ NMIH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Chief Operating Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Stock Unit (right to receive)	18,828 <sup>(1)</sup>	D	
Restricted Stock Unit (right to receive)	11,832 <sup>(2)</sup>	D	
Restricted Stock Unit (right to receive)	23,011 <sup>(3)</sup>	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(4)	02/12/2025	Class A Common Shares, \$0.01 par value per share	20,700	8.5	D
Stock Option (right to buy)	(5)	02/09/2027	Class A Common Shares, \$0.01 par value per share	50,127	11.1	D
Stock Option (right to buy)	(6)	02/07/2028	Class A Common Shares, \$0.01 par value per share	21,965	18.7	D

Explanation of Responses:

- Represents restricted stock units granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The remaining shares underlying these restricted stock units vest on the third anniversary of the date of grant, which grant occurred on February 10, 2016.
- Represents restricted stock units granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The remaining shares underlying these restricted stock units vest in equal annual installments on the second and third anniversaries of the date of grant, which grant occurred on February 9, 2017.
- Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan. The shares underlying these restricted stock units vest in equal annual installments on each of the first, second and third anniversaries of the date of grant, which grant occurred on February 7, 2018.
- Granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The stock option award is fully vested and exercisable.
- Granted pursuant to the NMIH 2012 Stock Incentive Plan. The option vests in three equal annual installments on the first, second and third anniversaries of the date of grant, which grant occurred on February 9, 2017. The first installment of this grant is fully vested and exercisable.
- Granted pursuant to the NMIH 2012 Stock Incentive Plan. The option vests in three equal annual installments on the first, second and third anniversaries of the date of grant, which grant occurred on February 7, 2018.

Remarks:

/s/ Nicole C. Sanchez as Attorney-in-Fact

01/04/2019

\*\* Signature of Reporting Person

Date

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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of William J. Leatherberry, Christopher G. Brunetti, Nicole C. Sanchez and Joy M. Benner, signing singly, as the

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of NMI Holdings, Inc. (the "Company"), Forms 3, 4 and
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or F
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the be
- (4) seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's

This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, with

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this

December 28, 2018.

By: /s/Patrick L. Mathis  
Name: Patrick L. Mathis