

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Fitzgerald Norman Peter</u> (Last) (First) (Middle) C/O NMI HOLDINGS, INC. 2100 POWELL ST., 12TH FLOOR (Street) EMERYVILLE CA 94608 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc. [NMIH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Sales Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares, \$0.01 par value per share	03/15/2022		F		949 ⁽¹⁾	D	\$0	55,754 ⁽²⁾	D	
Class A Common Shares, \$0.01 par value per share	03/15/2022		F		2,847 ⁽³⁾	D	\$0	52,907	D	
Class A Common Shares, \$0.01 par value per share	03/15/2022		F		1,116 ⁽⁴⁾	D	\$0	51,791	D	
Class A Common Shares, \$0.01 par value per share	03/15/2022		F		891 ⁽⁴⁾	D	\$0	50,900 ⁽⁵⁾	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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					

Explanation of Responses:

1. Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on March 15, 2019, at a net settlement price equal to the closing stock price on March 15, 2022. Such restricted stock units vested in full on March 15, 2022.
2. Adjusted to eliminate an inadvertent overstatement of 8,278 restricted stock units that was incorrectly included the total number of securities beneficially owned and reported on a February 9, 2022 Form 3 and to reflect the actual number of restricted stock units held by Mr. Fitzgerald following the grant reported on this Form 4.
3. Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on March 15, 2020, at a net settlement price equal to the closing stock price on March 15, 2022. Such restricted stock units vest in three equal annual installments beginning on March 15, 2021.
4. Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on March 15, 2021, at a net settlement price equal to the closing stock price on March 15, 2022. Such restricted stock units vest in three equal annual installments beginning on March 15, 2022.
5. Represents 25,039 class A common shares and 25,861 unvested restricted stock units.

Remarks:

Lynn Zheng as Attorney-In-Fact 03/17/2022

** 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 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.

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