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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): May 9, 2019

**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 an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

NMI Holdings, Inc.'s (Company) Annual Meeting of Stockholders was held on May 9, 2019. On March 15, 2019, the record date for the Annual Meeting, 66,953,989 shares of the Company's common stock were outstanding and entitled to vote, of which 95.53% were present for purposes of establishing a quorum. At that meeting, stockholders took the following actions with respect to the proposals described in the Company's 2019 Annual Proxy Statement, filed on March 27, 2019:

1. The following directors were elected:

|                       | <u>FOR</u> | <u>WITHHELD</u> | <u>BROKER NON-VOTES</u> |
|-----------------------|------------|-----------------|-------------------------|
| Bradley M. Shuster    | 57,965,826 | 1,552,838       | 4,449,082               |
| Claudia J. Merkle     | 59,410,270 | 108,394         | 4,449,082               |
| Michael Emblar        | 59,410,599 | 108,065         | 4,449,082               |
| James G. Jones        | 58,555,644 | 963,020         | 4,449,082               |
| Lynn McCreary         | 59,410,270 | 108,394         | 4,449,082               |
| Michael Montgomery    | 59,411,196 | 107,468         | 4,449,082               |
| Regina L. Muehlhauser | 59,409,628 | 109,036         | 4,449,082               |
| James H. Ozanne       | 58,534,251 | 984,413         | 4,449,082               |
| Steven L. Scheid      | 56,992,103 | 2,526,561       | 4,449,082               |

2. The advisory vote to approve our executive compensation was approved by the following vote:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|------------|----------------|----------------|-------------------------|
| 53,944,812 | 5,559,908      | 13,944         | 4,449,082               |

3. The advisory vote on the frequency of the stockholder vote to approve our executive compensation was:

| <u>ONE YEAR</u> | <u>TWO YEARS</u> | <u>THREE YEARS</u> | <u>ABSTAIN</u> |
|-----------------|------------------|--------------------|----------------|
| 56,008,192      | 43,902           | 3,461,849          | 4,721          |

4. The ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019 was approved by the following vote:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> |
|------------|----------------|----------------|
| 63,621,269 | 343,100        | 3,377          |

**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 15, 2019    By: /s/ Nicole C. Sanchez  
Nicole C. Sanchez  
VP, Associate General Counsel