

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NMI Holdings, Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Your **Vote** Counts!

NMI HOLDINGS, INC.

2024 Annual Meeting

Vote by May 8, 2024

11:59 PM EASTERN TIME

NMI HOLDINGS, INC.
2100 POWELL STREET, 12TH FLOOR
EMERYVILLE, CA 94608



V31363-P01031

You invested in NMI HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 9, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 25, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 9, 2024
8:30 AM Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/NMIH2024

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Bradley M. Shuster 04) John C. Erickson 07) Michael Montgomery 02) Adam S. Pollitzer 05) Priya Huskins 08) Regina Muehlhauser 03) Michael Embler 06) Lynn S. McCreary 09) Steven L. Scheid	<input checked="" type="checkbox"/> For
2. Advisory approval of NMI Holdings, Inc.'s executive compensation.	<input checked="" type="checkbox"/> For
3. Ratification of the appointment of BDO USA, P.C. as NMI Holdings, Inc.'s independent auditors.	<input checked="" type="checkbox"/> For
4. Amendment and restatement of NMI Holdings, Inc.'s current amended and restated certificate of incorporation to provide exculpation for certain officers.	<input checked="" type="checkbox"/> For
NOTE: In their discretion, each of the proxies is authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".