

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Norberg Julie</u> (Last) (First) (Middle) C/O NMI HOLDINGS, INC 2100 POWELL ST., 12TH FL. (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) SVP, Controller
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2019	
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	03/15/2019		S		2,524	D	\$25.86 ⁽¹⁾	19,271	D	
Class A Common Shares, \$0.01 par value per share	03/15/2019		S		4,738	D	\$25.86 ⁽²⁾	14,533	D	
Class A Common Shares, \$0.01 par value per share	03/15/2019		F		1,135 ⁽³⁾	D	\$0	13,398	D	
Class A Common Shares, \$0.01 par value per share	03/18/2019		S		2,147	D	\$26.17 ⁽⁴⁾	11,251	D	
Class A Common Shares, \$0.01 par value per share	03/15/2019		F		919 ⁽⁵⁾	D	\$0	10,332	D	
Class A Common Shares, \$0.01 par value per share	03/18/2019		S		1,737	D	\$26.17 ⁽⁴⁾	8,595	D	
Restricted Stock Unit (right to receive)	03/15/2019		A		10,882 ⁽⁶⁾	A	\$0	19,477 ⁽⁷⁾	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:

- To satisfy withholding taxes in connection with the vesting of certain restricted stock units granted to the reporting person on March 14, 2016, the common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$25.86. The range of sale prices on the transaction date was \$25.67 to \$26.01. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. Such restricted stock units vested in full on March 14, 2019.
- The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$25.86. The range of sale prices on the transaction date was \$25.67 to \$26.01. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- 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, 2017 at a net settlement price equal to the closing stock price on March 15, 2019. Such restricted stock units vest in three equal annual installments beginning on March 15, 2018.
- The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$26.17. The range of sale prices on the transaction date was \$26.03 to \$26.47. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- 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, 2018, at a net settlement price equal to the closing stock price on March 15, 2019. Such restricted stock units vest in three equal annual installments beginning on March 15, 2019.
- Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan on March 15, 2019. The restricted stock units vest in three equal annual installments beginning on March 15, 2020.
- Represents 19,477 unvested restricted stock units.

Remarks:

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

03/19/2019

** 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 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.

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.