

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): February 24, 2014

NMI Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36174
(Commission File No.)

45-4914248
(I.R.S. 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 24, 2014, Glen S. Corso notified NMI Holdings, Inc. (the “Company”) that he has resigned his position of Executive Vice President and General Counsel of the Company, effective February 28, 2014, in order to pursue other opportunities. Christopher G. Brunetti, Senior Vice President and Deputy General Counsel will serve as acting General Counsel while the Company conducts a search for Mr. Corso’s replacement.

SIGNATURE

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.

Date: February 25, 2014

By: /s/ John (Jay) M. Sherwood, Jr. _____
John (Jay) M. Sherwood, Jr.
Chief Financial Officer