

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>Sherwood John M Jr</u>  (Last) (First) (Middle) <u>C/O NMI HOLDINGS, INC.</u> <u>2100 POWELL STREET, 12TH FL.</u>  (Street) <u>EMERYVILLE CA</u> <u>94608</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/07/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc. [ NMIH ]</u>	
		4. 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>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Shares, \$0.01 par value per share</u>	<u>42,225</u>	<u>D</u>	
<u>Class A Common Shares, \$0.01 par value per share</u>	<u>250,000</u>	<u>I</u>	<u>By Sherwood Family Trust, of which Mr. Sherwood and his wife are co-trustees and beneficiaries</u>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)</u>	<u>(1)</u>	<u>04/24/2022</u>	<u>Class A Common Shares, \$0.01 par value per share</u>	<u>453,750</u>	<u>10</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>02/14/2023</u>	<u>Class A Common Shares, \$0.01 par value per share</u>	<u>59,259</u>	<u>11.75</u>	<u>D</u>	
<u>Restricted Stock Unit (right to receive)</u>	<u>(3)</u>	<u>04/24/2022</u>	<u>Class A Common Shares, \$0.01 par value per share</u>	<u>288,750</u>	<u>0.0</u>	<u>D</u>	
<u>Restricted Stock Unit (right to receive)</u>	<u>(4)</u>	<u>02/14/2023</u>	<u>Class A Common Shares, \$0.01 par value per share</u>	<u>16,000</u>	<u>0.0</u>	<u>D</u>	

## Explanation of Responses:

- Granted pursuant to the NMI Holdings, Inc. 2012 Stock Incentive Plan. The stock option award is time vested based generally on continued service and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of the grant, which grant occurred on April 24, 2012. Stock options with respect to 151,250 common shares vested and became exercisable on the first anniversary of the date of grant.
- Granted pursuant to the NMI Holdings, Inc. 2012 Stock Incentive Plan. The stock option award is time vested based generally on continued service and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of the grant, which grant occurred on February 14, 2013.
- Granted pursuant to the NMI Holdings, Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one NMI Holdings, Inc. common share upon vesting and settlement. The restricted stock unit award is scheduled to vest as follows: (i) 61,875 units will vest based on continued service on the second anniversary date following the grant date, on April 24, 2014, (ii) 61,875 units will vest based on continued service on the third anniversary date following the grant date, on April 24, 2015, (iii) 82,500 units will vest after the per share stock price equals or exceeds \$14.00 for a 30-day trading period, and (iv) 82,500 units will vest after the per share stock price equals or exceeds \$16.00 for a 30-day trading period.
- Granted pursuant to the NMI Holdings, Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one NMI Holdings, Inc. common share upon vesting and settlement. The restricted stock unit award is time vested based generally on continued service and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of the grant, which grant occurred on February 14, 2013.

## Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Nicole C. Sanchez as  
Attorney-in-Fact11/07/2013

\*\* 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 5 (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.

**POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints each of Glen S. Corso, Christopher G. Brunetti, Nicole C. Sanchez and Joy M. Benner, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of NMI Holdings, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act") and Form ID, if necessary, to obtain EDGAR codes and related documentation for use in filing Forms 3, 4 and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Form ID, complete and execute any amendment or amendments thereto, and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion; and
- (4) seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in connection with the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act. Additionally, although pursuant to this Power of Attorney the Company will use commercially reasonable best efforts to timely and accurately file Section 16 reports on behalf of the undersigned, the Company does not represent or warrant that it will be able to in all cases timely and accurately file Section 16 reports on behalf of the undersigned due to various factors and the undersigned and the Company's need to rely on others for information, including the undersigned and brokers of the undersigned.

IN WITNESS WHEREOF, the undersigned had caused this Power of Attorney to be executed as of this 1st day of November, 2013.

By: /s/ John M. Sherwood, Jr.  
Name: John M. Sherwood, Jr.