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

# FORM 10-Q

(Mark One)

| | |
|---|---|
| x | QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934<br>For the quarterly period ended **March 31, 2016** |

OR

| | |
|---|---|
| o | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934<br>For the transition period from _________ to _________ |

Commission file number **001-36174**

# NMI Holdings, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **DELAWARE** | **45-4914248** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **2100 Powell Street, Emeryville, CA** | **94608** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(855) 530-6642**
**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**YES x NO o**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**YES x NO o**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer o | Accelerated filer x | Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**YES o NO x**

The number of shares of common stock, $0.01 par value per share, of the registrant outstanding on April 26, 2016 was 59,080,468 shares.

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## CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act), and the U.S. Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward looking. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "believe," "can," "could," "may," "predict," "potential," "should," "will," "estimate," "plan," "project," "continuing," "ongoing," "expect," "intend" or words of similar meaning and include, but are not limited to, statements regarding the outlook for our future business and financial performance. All forward looking statements are necessarily only estimates of future results, and actual results may differ materially from expectations. You are, therefore, cautioned not to place undue reliance on such statements which should be read in conjunction with the other cautionary statements that are included elsewhere in this report. Further, any forward looking statement speaks only as of the date on which it is made and we undertake no obligation to update or revise any forward looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. We have based these forward looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, operating results, business strategy and financial needs. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward looking statements including, but not limited to:

- our limited operating history;
- our future profitability, liquidity and capital resources;
- developments in the world's financial and capital markets and our access to such markets, including reinsurance;
- retention of our existing certificates of authority in each state and the District of Columbia (D.C.) and our ability to remain a mortgage insurer in good standing in each state and D.C.;
- changes in the business practices of Fannie Mae and Freddie Mac (collectively, the GSEs), including implementation of the new Private Mortgage Insurer Eligibility Requirements (PMIERs) or decisions that have the impact of decreasing or discontinuing the use of mortgage insurance as credit enhancement;
- our ability to remain an eligible mortgage insurer under the PMIERs and other requirements imposed by the GSEs, which they may change at any time;
- actions of existing competitors, including governmental agencies like the Federal Housing Administration (FHA) and the Veterans Administration (VA), and potential market entry by new competitors or consolidation of existing competitors;
- adoption of new or changes to existing laws and regulations or their enforcement and implementation by regulators;
- changes to the GSEs' role in the secondary mortgage market or other changes that could affect the residential mortgage industry generally or mortgage insurance in particular;
- potential future lawsuits, investigations or inquiries or resolution of current inquiries;
- changes in general economic, market and political conditions and policies, interest rates, inflation and investment results or other conditions that affect the housing market or the markets for home mortgages or mortgage insurance;
- our ability to successfully execute and implement our capital plans, including our ability to enter into, and receive approval of, reinsurance arrangements on terms and conditions that are acceptable to us and to the GSEs;
- our ability to implement our business strategy, including our ability to write mortgage insurance on high quality low down payment residential mortgage loans, implement successfully and on a timely basis, complex infrastructure, systems, procedures, and internal controls to support our business and regulatory and reporting requirements of the insurance industry;
- our ability to attract and retain a diverse customer base, including the largest mortgage originators;
- failure of risk management or pricing or investment strategies;
- emergence of unexpected claim and coverage issues, including claims exceeding our reserves or amounts we had expected to experience;
- our ability to utilize our net operating loss carryforwards, which could be limited or eliminated in various ways, including if we experience an ownership change as defined in Section 382 of the Internal Revenue Code;

- failure to maintain, improve and continue to develop necessary information technology systems or the failure of technology providers to perform; and
- ability to recruit, train and retain key personnel.

For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to Part I, Item 2, "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this report on Form 10-Q, including the exhibits hereto. In addition, for additional discussion of those risks and uncertainties that have the potential to affect our business, financial condition, results of operations, cash flows or prospects in a material and adverse manner, you should review the *Risk Factors* in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2015 (2015 10-K), as subsequently updated in other reports we file from time to time with the U.S. Securities and Exchange Commission (SEC).

Unless expressly indicated or the context requires otherwise, the terms "we," "our," "us" and "Company" in this document refer to NMI Holdings, Inc., a Delaware corporation, and its wholly owned subsidiaries on a consolidated basis.

## PART I

### Item 1. Financial Statements and Supplementary Data

# INDEX TO FINANCIAL STATEMENTS

NMI HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| Assets | *(In Thousands, except for share data)* | |
| Fixed maturities, available-for-sale, at fair value (amortized cost of $551,780 and $564,319 as of March 31, 2016 and December 31, 2015, respectively) | $ 556,683 | $ 559,235 |
| Cash and cash equivalents | 73,302 | 57,317 |
| Premiums receivable | 6,578 | 5,143 |
| Accrued investment income | 3,144 | 2,873 |
| Prepaid expenses | 2,732 | 1,428 |
| Deferred policy acquisition costs, net | 20,948 | 17,530 |
| Software and equipment, net | 17,219 | 15,201 |
| Intangible assets and goodwill | 3,634 | 3,634 |
| Other assets | 74 | 90 |
| Total assets | $ 684,314 | $ 662,451 |
| | | |
| Liabilities | | |
| Term loan | $ 143,982 | $ 143,939 |
| Unearned premiums | 109,095 | 90,773 |
| Accounts payable and accrued expenses | 19,108 | 22,725 |
| Reserve for insurance claims and claim expenses | 1,137 | 679 |
| Warrant liability, at fair value | 797 | 1,467 |
| Deferred tax | 137 | 137 |
| Total liabilities | 274,256 | 259,720 |
| Commitments and contingencies | | |
| | | |
| Shareholders' equity | | |
| Common stock - class A shares, $0.01 par value; 59,080,468 and 58,807,825 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively (250,000,000 shares authorized) | 591 | 588 |
| Additional paid-in capital | 571,585 | 570,340 |
| Accumulated other comprehensive loss, net of tax | 2,512 | (7,474) |
| Accumulated deficit | (164,630) | (160,723) |
| Total shareholders' equity | 410,058 | 402,731 |
| Total liabilities and shareholders' equity | $ 684,314 | $ 662,451 |

*See accompanying notes to consolidated financial statements.*

NMI HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (UNAUDITED)

| | For the three months ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Revenues | (In Thousands, except for share data) | |
| Net premiums written | $ 38,129 | $ 12,921 |
| Increase in unearned premiums | (18,322) | (5,985) |
| Net premiums earned | 19,807 | 6,936 |
| Net investment income | 3,231 | 1,596 |
| Net realized investment (losses) gains | (885) | 613 |
| Other revenues | 32 | — |
| Total revenues | 22,185 | 9,145 |
| Expenses | | |
| Insurance claims and claims expenses | 458 | 104 |
| Underwriting and operating expenses | 22,672 | 18,350 |
| Total expenses | 23,130 | 18,454 |
| Other (expense) income | | |
| Gain from change in fair value of warrant liability | 670 | 1,248 |
| Interest expense | (3,632) | — |
| Total other (expense) income | (2,962) | 1,248 |
| Loss before income taxes | (3,907) | (8,061) |
| Income tax benefit | — | (241) |
| Net loss | $ (3,907) | $ (7,820) |
| Net loss per share: | | |
| Basic and diluted loss per share | $ (0.07) | $ (0.13) |
| Weighted average common shares outstanding | 58,936,694 | 58,485,899 |
| Net loss | $ (3,907) | $ (7,820) |
| Other comprehensive income, net of tax: | | |
| Net unrealized gains in accumulated other comprehensive loss, net of tax expense of $0 and $1,431 for the quarters ended March 31, 2016 and March 31, 2015, respectively | 9,101 | 2,672 |
| Reclassification adjustment for losses (gains) included in net loss, net of tax expense of $0 for the quarters ended March 31, 2016 and 2015 | 885 | (613) |
| Other comprehensive income, net of tax | 9,986 | 2,059 |
| Comprehensive income (loss) | $ 6,079 | $ (5,761) |

*See accompanying notes to consolidated financial statements.*

NMI HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

| | Common Stock - Class A | | Additional | Accumulated Other | Accumulated | |
|---|---|---|---|---|---|---|
| | Shares | Amount | Paid-in Capital | Comprehensive Loss | Deficit | Total |
| | *(In Thousands)* | | | | | |
| Balances, January 1, 2015 | 58,429 | $ 584 | $ 562,911 | $ (3,607) | $ (132,930) | $ 426,958 |
| Common stock: class A shares issued under stock plans, net of shares withheld for employee taxes | 379 | 4 | (694) | — | — | (690) |
| Share-based compensation expense | — | — | 8,123 | — | — | 8,123 |
| Change in unrealized investment gains/losses, net of tax of $0 | — | — | — | (3,867) | — | (3,867) |
| Net loss | — | — | — | — | (27,793) | (27,793) |
| Balances, December 31, 2015 | 58,808 | $ 588 | $ 570,340 | $ (7,474) | $ (160,723) | $ 402,731 |
| Common stock: class A shares issued under stock plans, net of shares withheld for employee taxes | 272 | 3 | (162) | — | — | (159) |
| Share-based compensation expense | — | — | 1,407 | — | — | 1,407 |
| Change in unrealized investment gains/losses, net of tax of $0 | — | — | — | 9,986 | — | 9,986 |
| Net loss | — | — | — | — | (3,907) | (3,907) |
| Balances, March 31, 2016 | 59,080 | $ 591 | $ 571,585 | $ 2,512 | $ (164,630) | $ 410,058 |

*See accompanying notes to consolidated financial statements.*

NMI HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| | For the three months ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| Cash flows from operating activities | (In Thousands) | |
| Net loss | $ (3,907) | $ (7,820) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Net realized investment losses (gains) | 885 | (613) |
| Gain from change in fair value of warrant liability | (670) | (1,248) |
| Depreciation and other amortization | 1,316 | 1,099 |
| Amortization of debt discount and debt issuance costs | 418 | — |
| Share-based compensation expense | 1,410 | 2,005 |
| Noncash intraperiod tax allocation | — | (241) |
| Changes in operating assets and liabilities: | | |
| Accrued investment income | (271) | (25) |
| Premiums receivable | (1,435) | (615) |
| Prepaid expenses | (1,304) | (37) |
| Deferred policy acquisition costs, net | (3,418) | (2,298) |
| Other assets | 16 | 453 |
| Unearned premiums | 18,322 | 5,985 |
| Reserve for insurance claims and claims expenses | 458 | 104 |
| Accounts payable and accrued expenses | (11,085) | (4,291) |
| Net cash provided by (used in) operating activities | 735 | (7,542) |
| Cash flows from investing activities | | |
| Purchase of fixed-maturity investments, available-for-sale | (71,319) | (61,676) |
| Proceeds from redemptions, maturities and sale of fixed-maturity investments, available-for-sale | 89,422 | 33,935 |
| Purchase of software and equipment | (2,319) | (1,317) |
| Net cash provided by (used in) investing activities | 15,784 | (29,058) |
| Cash flows from financing activities | | |
| Issuance of common stock | 449 | 333 |
| Taxes paid related to net share settlement of equity awards | (608) | (334) |
| Repayments of term loan | (375) | — |
| Net cash used in financing activities | (534) | (1) |
| | | |
| Net increase (decrease) in cash and cash equivalents | 15,985 | (36,601) |
| Cash and cash equivalents, beginning of period | 57,317 | 103,021 |
| Cash and cash equivalents, end of period | $ 73,302 | $ 66,420 |
| | | |
| Supplemental disclosures of cash flow information | | |
| Noncash financing activities | | |
| Interest paid | $ 3,255 | $ — |

*See accompanying notes to consolidated financial statements.*

**1. Organization and Basis of Presentation**

NMI Holdings, Inc. (NMIH) is a Delaware corporation, incorporated in May 2011, to provide private mortgage guaranty insurance (which we refer to as mortgage insurance or MI) through its wholly owned insurance subsidiaries, National Mortgage Insurance Corporation (NMIC) and National Mortgage Reinsurance Inc One (Re One). In April 2012, we completed a private placement of our securities, through which we offered and sold an aggregate of 55,000,000 of our Class A common shares resulting in net proceeds of approximately $510 million (the Private Placement), and we completed the acquisition of our insurance subsidiaries for $8.5 million in cash, common stock and warrants, plus the assumption of $1.3 million in liabilities. In November 2013, we completed an initial public offering of 2.4 million shares of our common stock, and our common stock began trading on the NASDAQ exchange on November 8, 2013, under the symbol "NMIH."

In April 2013, NMIC, our primary insurance subsidiary, issued its first mortgage insurance policy. NMIC is licensed to write mortgage insurance in all 50 states and D.C. In August 2015, NMIH capitalized with $0.5 million a wholly owned subsidiary, NMI Services, Inc. (NMIS), through which we began to offer outsourced loan review services to mortgage loan originators in the fourth quarter of 2015.

*Basis of Presentation*

The accompanying unaudited condensed consolidated financial statements, which include the results of NMIH and its wholly owned subsidiaries, have been prepared in accordance with the instructions to Form 10-Q as prescribed by the SEC for interim reporting and include other information and disclosures required by accounting principles generally accepted in the U.S. (GAAP). Our accounts are maintained in U.S. dollars. These statements should be read in conjunction with our consolidated financial statements and notes thereto for the year ended December 31, 2015 included in our Annual Report on Form 10-K. All intercompany transactions have been eliminated. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, as well as disclosure of contingent assets and liabilities as of the balance sheet date. Estimates also affect the reported amounts of income and expenses for the reporting period. Actual results could differ from those estimates. The results of operations for the interim period may not be indicative of the results that may be expected for the full year ending December 31, 2016.

*Earnings per Share*

Basic net loss per share is based on the weighted-average number of common shares outstanding, while diluted net loss per share is based on the weighted-average number of common shares outstanding and common stock equivalents that would be issuable upon the exercise of stock options, other share-based compensation arrangements, and the dilutive effect of outstanding warrants. As a result of our net losses for the three months ended March 31, 2016 and 2015, 7,351,338 and 7,137,901, respectively, of our common stock equivalents we issued under share-based compensation arrangements and warrants were not included in the calculation of diluted net loss per share as of such dates because they were anti-dilutive.

*Deferred Policy Acquisition Costs*

Costs directly associated with the successful acquisition of mortgage insurance policies, consisting of certain selling expenses and other policy issuance and underwriting expenses, are initially deferred and reported as deferred policy acquisition costs (DAC). For each book year of business, these costs are amortized to expense in proportion to estimated gross profits over the estimated life of the policies. Total amortization of DAC for the three months ended March 31, 2016 and 2015 were $0.9 million and $0.4 million, respectively.

*Premium Deficiency Reserves*

We consider whether a premium deficiency exists at each fiscal quarter using best estimate assumptions as of the testing date. Per Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 944, a premium deficiency reserve shall be recognized if the sum of expected claim costs and claim adjustment expenses, expected dividends to policyholders, unamortized acquisition costs and maintenance costs exceeds related unearned premiums and anticipated investment income. We have determined that no premium deficiency reserves were necessary for the three months ended March 31, 2016 or 2015.

*Recent Accounting Pronouncements*

In August 2014, the FASB issued an update that requires an entity's management to evaluate whether there is substantial doubt about that entity's ability to continue as a going concern and, if so, disclose that fact. An entity's management will also be required to evaluate and disclose whether its plans alleviate that doubt. The guidance is effective for annual periods ending after

December 15, 2016 and for interim and annual periods thereafter. We do not expect the adoption of this update to have a material effect on the presentation of our financial statements and notes therein.

In April 2015 , the FASB issued Accounting Standard Update (ASU) 2015-03, *Simplifying the Presentation of Debt Issuance Cost* (Subtopic 835-30). This update is intended to simplify the presentation of debt issuance costs. In accordance with the new standard, debt issuance costs are presented as a direct deduction from long-term debt. The amended guidance is effective for fiscal years, and interim periods within those fiscal years, beginning December 15, 2015, with early adoption permitted. The Company has elected to early adopt ASU 2015-03 beginning with the year ended December 31, 2015. Application of this standard eliminated the presentation of a deferred cost (asset) and instead required debt issuance costs be presented as a direct deduction from total debt.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606). This update is intended to provide a consistent approach in recognizing revenue. In accordance with the new standard, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new standard requires that reporting companies disclose the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, ASU 2015-14 deferred the provisions of ASU 2014-09 to be effective for interim and annual periods beginning after December 15, 2017. The Company is currently evaluating the impact the adoption of this ASU will have on the consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation* (Topic 718). This update is intended to provide improvements to employee share-based payment accounting. The areas for simplification in the update involve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. For public business entities, the amendments in this update are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted in any period. The Company is currently evaluating the impact the adoption of this ASU will have on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). This update requires that businesses recognize rights and obligations associated with certain leases as assets and liabilities on the balance sheet. The standard also requires additional disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. For public business entities, this update is effective for annual periods beginning after December 15, 2018, and interim periods therin. Early adoption is permitted in any period. The Company is currently evaluating the impact the adoption of this ASU will have on the consolidated financial statements.

*Reclassifications*

Certain items in the financial statements as of March 31, 2016 and for the period ended March 31, 2015 have been reclassified to conform to the current period's presentation. There was no effect on net income or shareholders' equity previously reported.

## 2. Investments

We have designated our investment portfolio as available-for-sale and report it at fair value. The related unrealized gains and losses are, after considering the related tax expense or benefit, recognized as a component of accumulated other comprehensive loss in shareholders' equity. Net realized investment gains and losses are reported in income based upon specific identification of securities sold.

*Fair Values and Gross Unrealized Gains and Losses on Investments*

| | Amortized Cost | Gross Unrealized | | Fair Value |
|---|---|---|---|---|
| | | Gains | Losses | |
| **As of March 31, 2016** | | *(In Thousands)* | | |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 59,941 | $ 335 | $ (30) | $ 60,246 |
| Municipal debt securities | 23,478 | 468 | (38) | 23,908 |
| Corporate debt securities | 317,962 | 5,965 | (1,407) | 322,520 |
| Asset-backed securities | 113,963 | 293 | (707) | 113,549 |
| Total bonds | 515,344 | 7,061 | (2,182) | 520,223 |
| Short-term investments | 36,436 | 24 | — | 36,460 |
| Total investments | $ 551,780 | $ 7,085 | $ (2,182) | $ 556,683 |

| As of December 31, 2015 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| | *(In Thousands)* | | | |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 84,968 | $ 4 | $ (490) | $ 84,482 |
| Municipal debt securities | 20,209 | 44 | (174) | 20,079 |
| Corporate debt securities | 337,273 | 431 | (4,377) | 333,327 |
| Asset-backed securities | 101,320 | 76 | (603) | 100,793 |
| Total bonds | 543,770 | 555 | (5,644) | 538,681 |
| Short-term investments | 20,549 | 5 | — | 20,554 |
| Total investments | $ 564,319 | $ 560 | $ (5,644) | $ 559,235 |

*Scheduled Maturities*

The amortized cost and fair values of available for sale securities as of March 31, 2016 and December 31, 2015, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Because most asset-backed securities provide for periodic payments throughout their lives, they are listed below in separate categories.

| As of March 31, 2016 | Amortized Cost | Fair Value |
|---|---|---|
| | *(In Thousands)* | |
| Due in one year or less | $ 47,549 | $ 47,572 |
| Due after one through five years | 178,408 | 179,487 |
| Due after five through ten years | 195,378 | 200,244 |
| Due after ten years | 16,482 | 15,831 |
| Asset-backed securities | 113,963 | 113,549 |
| Total investments | $ 551,780 | $ 556,683 |

| As of December 31, 2015 | Amortized Cost | Fair Value |
|---|---|---|
| | *(In Thousands)* | |
| Due in one year or less | $ 62,745 | $ 62,743 |
| Due after one through five years | 187,633 | 186,629 |
| Due after five through ten years | 193,379 | 190,055 |
| Due after ten years | 19,242 | 19,015 |
| Asset-backed securities | 101,320 | 100,793 |
| Total investments | $ 564,319 | $ 559,235 |

*Aging of Unrealized Losses*

As of March 31, 2016, the investment portfolio had gross unrealized losses of $2.2 million, $0.3 million of which has been in an unrealized loss position for a period of 12 months or greater. We did not consider these securities to be other-than-temporarily impaired as of March 31, 2016. We based our conclusion that these investments were not other-than-temporarily impaired as of March 31, 2016 on the following facts: (i) the unrealized losses were primarily caused by interest rate movements since the purchase date; (ii) we do not intend to sell these investments; and (iii) we do not believe that it is more likely than not that we will be required to sell these investments before recovery of our amortized cost basis, which may not occur until maturity. For those securities in an unrealized loss position, the length of time the securities were in such a position is as follows:

| | Less Than 12 Months | | | 12 Months or Greater | | | Total | | |
|---|---|---|---|---|---|---|---|---|---|
| | # of Securities | Fair Value | Unrealized Losses | # of Securities | Fair Value | Unrealized Losses | # of Securities | Fair Value | Unrealized Losses |
| **As of March 31, 2016** | | | | *(Dollars in Thousands)* | | | | | |
| U.S. Treasury securities and obligations of U.S. government agencies | 5 | $ 7,537 | $ (17) | 9 | $ 4,685 | $ (13) | 14 | $ 12,222 | $ (30) |
| Municipal debt securities | 1 | 1,717 | (33) | 1 | 3,245 | (5) | 2 | 4,962 | (38) |
| Corporate debt securities | 36 | 48,691 | (1,209) | 7 | 7,699 | (198) | 43 | 56,390 | (1,407) |
| Asset-backed securities | 42 | 58,765 | (664) | 7 | 5,213 | (43) | 49 | 63,978 | (707) |
| Total investments | 84 | $ 116,710 | $ (1,923) | 24 | $ 20,842 | $ (259) | 108 | $ 137,552 | $ (2,182) |

| | Less Than 12 Months | | | 12 Months or Greater | | | Total | | |
|---|---|---|---|---|---|---|---|---|---|
| | # of Securities | Fair Value | Unrealized Losses | # of Securities | Fair Value | Unrealized Losses | # of Securities | Fair Value | Unrealized Losses |
| **As of December 31, 2015** | | | | *(Dollars in Thousands)* | | | | | |
| U.S. Treasury securities and obligations of U.S. government agencies | 14 | $ 50,558 | $ (397) | 4 | $ 10,194 | $ (93) | 18 | $ 60,752 | $ (490) |
| Municipal debt securities | 4 | 11,293 | (165) | 1 | 3,242 | (9) | 5 | 14,535 | (174) |
| Corporate debt securities | 83 | 244,128 | (4,124) | 4 | 9,220 | (253) | 87 | 253,348 | (4,377) |
| Asset-backed securities | 27 | 69,878 | (498) | 4 | 9,208 | (105) | 31 | 79,086 | (603) |
| Total investments | 128 | $ 375,857 | $ (5,184) | 13 | $ 31,864 | $ (460) | 141 | $ 407,721 | $ (5,644) |

*Net Investment Income*

For the three months ended March 31, 2016, net investment income was comprised of $3.4 million of investment income from fixed maturities and $0.2 million of investment expenses, compared to $1.7 million of investment income from fixed maturities and $0.1 million of investment expenses for the three months ended March 31, 2015.

As of March 31, 2016 and December 31, 2015, there were approximately $7.0 million of cash and investments in the form of U.S. Treasury securities on deposit with various state insurance departments to satisfy regulatory requirements.

*Net Realized Investment Gains (Losses)*

| | For the three months ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| | *(In Thousands)* | |
| Gross realized investment gains | $ 556 | $ 849 |
| Gross realized investment losses | (1,441) | (236) |
| Net realized investment (losses) gains | $ (885) | $ 613 |

**3. Fair Value of Financial Instruments**

The following is a list of those assets and liabilities that are measured at fair value by hierarchy level:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **As of March 31, 2016** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** | **Fair Value** |
| | *(In Thousands)* | | | |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 37,429 | $ 22,817 | $ — | $ 60,246 |
| Municipal debt securities | — | 23,907 | — | 23,907 |
| Corporate debt securities | — | 322,520 | — | 322,520 |
| Asset-backed securities | — | 113,549 | — | 113,549 |
| Cash, cash equivalents and short-term investments | 109,763 | — | — | 109,763 |
| Total assets | $ 147,192 | $ 482,793 | $ — | $ 629,985 |
| Warrant liability | $ — | $ — | $ 797 | $ 797 |
| Total liabilities | $ — | $ — | $ 797 | $ 797 |

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| **As of December 31, 2015** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** | **Fair Value** |
| | *(In Thousands)* | | | |
| U.S. Treasury securities and obligations of U.S. government agencies | $ 65,185 | $ 19,297 | $ — | $ 84,482 |
| Municipal debt securities | — | 20,079 | — | 20,079 |
| Corporate debt securities | — | 333,327 | — | 333,327 |
| Asset-backed securities | — | 100,793 | — | 100,793 |
| Cash, cash equivalents and short-term investments | 77,872 | — | — | 77,872 |
| Total assets | $ 143,057 | $ 473,496 | $ — | $ 616,553 |
| Warrant liability | $ — | $ — | $ 1,467 | $ 1,467 |
| Total liabilities | $ — | $ — | $ 1,467 | $ 1,467 |

The following is a roll-forward of Level 3 liabilities measured at fair value:

| | For the three months ended March 31, | |
|---|---|---|
| **Warrant Liability** | **2016** | **2015** |
| | *(In Thousands)* | |
| Balance, January 1 | $ 1,467 | $ 3,372 |
| Change in fair value of warrant liability included in earnings | (670) | (1,248) |
| Issuance of common stock on warrant exercise | — | — |
| Gain on settlement of warrants | — | — |
| Balance, March 31 | $ 797 | $ 2,124 |

We revalue the warrant liability quarterly using a Black-Scholes option-pricing model, in combination with a binomial model, and we value the pricing protection features within the warrants using a Monte-Carlo simulation model. As of March 31, 2016, the assumptions used in the option-pricing model were as follows: a common stock price as of March 31, 2016 of $5.05, risk free interest rate of 1.36%, expected life of 5.92 years, expected volatility of 35.5% and a dividend yield of 0%. The change in fair value is primarily attributable to a decline in the price of our common stock from December 31, 2015 to March 31, 2016.

**4. Term Loan**

On November 10, 2015, we entered into a credit agreement (the Credit Agreement) to obtain a three-year senior secured term loan B (the Term Loan) for $150 million. The Term Loan bears interest at the Eurodollar based rate (1% floor) plus an annual margin rate of 7.5% (8.5% for the first quarter of 2016), payable quarterly. Quarterly principal payments of $375 thousand are also required. The outstanding balance as of March 31, 2016 was $149.3 million.

Debt issuance costs totaling $4.4 million and a 1% debt discount are being amortized to interest expense, using the effective interest method, over the contractual life of the Term Loan. Effective interest rate for the Term Loan includes interest, amortization of issuance cost and the discount. For the quarter ended March 31, 2016, the Company recorded $3.6 million of interest expense, including amortization of the issuance cost and discount.

NMIH is subject to certain quarterly covenants under the Credit Agreement. These covenants include, but are not limited to the following: a maximum debt-to-total capitalization ratio (as defined) of 35%, maximum risk-to-capital (RTC) ratio of 22.0:1.0, liquidity (as defined) of $36 million as of March 31, 2016, compliance with financial requirements of PMIERs, and equity requirements. This description is not intended to be complete in all respects and is qualified in its entirety by the terms of the Credit Agreement, including its covenants and events of default. We were in compliance with all covenants as of March 31, 2016.

Future principal payments for the Company's Term Loan as of March 31, 2016 are as follows:

| **As of March 31, 2016** | **Principal** |
|---|---|
| | *(In thousands)* |
| 2016 | $ 1,125 |
| 2017 | 1,500 |
| 2018 | 146,625 |
| Total | $ 149,250 |

**5. Reserves for Insurance Claims and Claims Expenses**

We establish claim reserves to recognize the estimated liability for insurance claims and claim expenses related to defaults on insured mortgage loans. Our method, consistent with industry practice, is to establish claim reserves only for loans in default. Our claim reserves also include amounts for estimated claims incurred on loans that have been in default for at least 60 days that have not yet been reported to us by the servicers, often referred to as IBNR. As of March 31, 2016, we have established reserves for insurance claims of $1.1 million for 55 primary loans in default. We did not pay any claims during the quarter ended March 31, 2016.

In 2013, we entered into a pool insurance transaction with Fannie Mae. We only establish claim or IBNR reserves for pool risk if we expect claims to exceed the deductible under the pool agreement, which represents the amount of claims absorbed by Fannie Mae before we are obligated to pay any claims. At March 31, 2016, 40 loans in the pool were past due by 60 days or more. These 40 loans represent approximately $2.6 million in RIF. Due to the size of the remaining deductible of $10.3 million, the low level of notices of default (NODs) reported through March 31, 2016 and the expected severity (all loans in the pool have loan-to-value ratios (LTVs) under 80%), we have not established any pool reserves for claims or IBNR for the three months ended March 31, 2016 and 2015. In connection with settlement of pool claims, we applied $18 thousand to the pool deductible through March 31, 2016. We have not paid any pool claims to date.

The following table provides a reconciliation of the beginning and ending reserve balances for primary insurance claims and claims expenses:

| | For the three months ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| | *(In Thousands)* | |
| Balance, January 1 | $ 679 | $ 83 |
| | | |
| Claims incurred: | | |
| Claims and claim expenses incurred: | | |
| Current year | 553 | 80 |
| Prior years | (95) | 24 |
| Total claims incurred | 458 | 104 |
| | | |
| Claims paid: | | |
| Claims and claim expenses paid: | | |
| Current year | — | — |
| Prior years | — | — |
| Total claims paid | — | — |
| | | |
| Balance, March 31 | $ 1,137 | $ 187 |

There was a $95 thousand favorable prior year development during the three months ended March 31, 2016. There were $584 thousand of reserves remaining for defaults occurring in prior years as of March 31, 2016 as a result of NOD cures and claim payments. The decrease in the period is generally the result of ongoing analysis of recent loss development trends. We may increase or decrease our original estimates as we learn additional information about individual defaults and claims.

**6. Warrants**

We issued 992,000 warrants in connection with our Private Placement. Each warrant gives the holder thereof the right to purchase one share of common stock at an exercise price equal to $10.00. The warrants were issued with an aggregate fair value of $5.1 million.

Upon exercise of these warrants, the amounts will be treated as additional paid-in capital. During the first quarter of 2014, 7,790 warrants were exercised, and we issued 1,115 Class A common shares via a cashless exercise. Upon exercise we recognized a gain of approximately $37 thousand. No warrants have been exercised for the three month periods ended March 31, 2016 or March 31, 2015.

We account for these warrants to purchase our common shares in accordance with ASC 470-20, *Debt with Conversion and Other Options* and ASC 815-40, *Derivatives and Hedging - Contracts in Entity's Own Equity.*

**7. Income Taxes**

We are a U.S. taxpayer and are subject to a statutory U.S. federal corporate income tax rate of 35%. Our holding company files a consolidated U.S. federal and various state income tax returns on behalf of itself and its subsidiaries. We currently pay no federal income tax, and had a federal net operating loss carryforward as of December 31, 2015 of $139.4 million. Our effective income tax rate on our pre-tax loss was 0.0% for the three months ended March 31, 2016, compared to 3.0% for the comparable 2015 period. During those periods, the benefits from income taxes were eliminated or reduced by the recognition of a full valuation allowance which was recorded to reflect the amount of the deferred taxes that may not be realized.

**8. Statutory Information**

Our insurance subsidiaries, NMIC and Re One, file financial statements in conformity with statutory basis accounting principles (SAP) prescribed or permitted by the Wisconsin Office of the Commissioner of Insurance (Wisconsin OCI), NMIC's principal regulator. Prescribed SAP includes state laws, regulations and general administrative rules, as well as a variety of publications of the NAIC. The Wisconsin OCI recognizes only statutory accounting practices prescribed or permitted by the state of Wisconsin for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under Wisconsin insurance laws.

NMIC and Re One's combined statutory net loss, statutory surplus, contingency reserve and risk-to-capital (RTC) ratios were as follows:

| As of and for the three months and year ended | March 31, 2016 | December 31, 2015 |
|---|---|---|
| | *(In Thousands)* | |
| Statutory net loss | $ (10,350) | $ (52,322) |
| Statutory surplus | 381,451 | 391,422 |
| Contingency reserve | 42,467 | 32,564 |
| Risk-to-Capital | 10.8:1 | 8.7:1 |

NMIH is not subject to any limitations on its ability to pay dividends except those generally applicable to corporations that are incorporated in Delaware, such as NMIH. Delaware corporation law provides that dividends are only payable out of a corporation's capital surplus or recent net profits (subject to certain limitations). Since inception, NMIC has not paid any dividends to NMIH. As NMIC had a statutory net loss for the year ended December 31, 2015, NMIC cannot pay any dividends to NMIH through December 31, 2016, without the prior approval of the Wisconsin OCI.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following analysis should be read in conjunction with our unaudited consolidated financial statements and the notes thereto included in this report and our audited financial statements, notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2015 10-K, for a more complete understanding of our financial position and results of operations. In addition, investors should review the "Cautionary Note Regarding Forward-Looking Statements" above and the "Risk Factors" detailed in Part I, Item 1A of our 2015 10-K, as subsequently updated in reports we file with the SEC, for a discussion of those risks and uncertainties that have the potential to affect our business, financial condition, results of operations, cash flows or prospects in a material and adverse manner. Our results of operations for interim periods are not necessarily indicative of results to be expected for a full fiscal year or for any other period.*

**Overview**

We provide MI through our insurance subsidiaries. Our primary insurance subsidiary, NMIC, is a qualified MI provider on loans purchased by Fannie Mae and Freddie Mac (collectively, the GSEs) and is licensed in all 50 states and D.C. to issue MI. Our reinsurance subsidiary, Re One, solely provides reinsurance to NMIC on certain loans insured by NMIC to meet state statutory coverage limits. Our subsidiary, NMIS, began offering outsourced loan review services to mortgage loan originators in the fourth quarter of 2015. Our stock trades on the NASDAQ under the symbol "NMIH."

MI protects mortgage lenders from all or a portion of default-related losses on residential mortgage loans made to home buyers who generally make down payments of less than 20% of the home's purchase price. By protecting lenders and investors from credit losses, we help facilitate the availability of mortgages to prospective, primarily first-time, U.S. home buyers, thus promoting homeownership while protecting lenders and investors against potential losses related to a borrower's default. MI also facilitates the sale of these mortgage loans in the secondary mortgage market, most of which are sold to the GSEs. We are one of seven companies in the United States who offer MI. Our business strategy is to continue to gain market share with our principal focus on writing insurance on high quality, low down payment residential mortgages in the U.S.

We had total insurance-in-force (IIF) of $22.7 billion and total risk-in-force (RIF) of $4.6 billion as of March 31, 2016, compared to total IIF of $19.1 billion and total RIF of $3.7 billion as of December 31, 2015. Of total IIF as of March 31, 2016, we had $18.6 billion of primary IIF and $4.1 billion of pool IIF, compared to $14.8 billion of primary IIF and $4.2 billion of pool IIF as of December 31, 2015. As of March 31, 2016, our primary RIF was $4.5 billion compared to primary RIF of $3.6 billion as of December 31, 2015. Pool RIF was $93.1 million as of March 31, 2016 and December 31, 2015.

We discuss below our results of operations for the periods presented, as well as the conditions and trends that have impacted or are expected to impact our business, including customer development, new business writings, the composition of our insurance portfolio and other factors that we expect to impact our results. Our headquarters are located in Emeryville, California and our website is *www.nationalmi.com*. Our website and the information contained on or accessible through our website are not incorporated by reference into this report.

**Conditions and Trends Impacting Our Business**

***Customer Development***

Our sales and marketing strategy is focused on increasing market share from existing customers and attracting new mortgage originator customers in the U.S. that fall into two primary categories, which we refer to as "National Accounts" and "Regional Accounts." Since we started MI operations in April 2013, we have consistently increased our customer base and market share, and we expect to continue to acquire new customers and increase our market share with existing customers. We had 1023 Master Policy holders as of March 31, 2016, compared to 777 master policy holders as of March 31, 2015. Of those master policy holders, 469 or 45.8% were generating new insurance written (NIW) in the first quarter of 2016, compared to 291 or 37.5% generating NIW in the first quarter of 2015.

***New Insurance Written, Insurance in Force and Premiums***

NMIC's primary insurance may be written on a flow basis, in which loans are insured in individual, loan-by-loan transactions, or on an aggregated basis, in which each loan in a portfolio of loans is individually insured in a single transaction. NMIC has also written pool insurance under an agreement with Fannie Mae, in which it insured a group of loans (or pool) in one transaction. NMIC's pool insurance has a stated aggregate loss limit and a deductible under which no losses are paid by NMIC until losses on the pool of loans exceed the deductible. See Item 1, *"Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements - Note 5, Reserves for Insurance Claims and Claims Expenses,"* above.

We set premiums at the time a policy is issued based on our expectations regarding likely performance over the term of coverage. We offer borrower-paid (BPMI) and lender-paid (LPMI) mortgage insurance options. Premium rates are based on the risk characteristics of each insured loan and the capital required to support particular products. Capital charges are governed primarily by the GSEs' private mortgage insurer eligibility requirements (PMIERs), as well as by regulatory and economic capital requirements. See "- *GSE Oversight"* and *"- Capital Position of our Insurance Subsidiaries,"* below.

We offer monthly, annual and single premium payment plans. Policies written on a single premium basis are paid through a single, upfront payment, the majority of which is initially deferred as unearned premium and earned over the policy term. For monthly policies, premiums are earned and collected each month as coverage is provided.

The table below shows primary and pool IIF, NIW and premiums written and earned. Single NIW and IIF include policies written on an aggregated and flow basis.

| **Primary and pool IIF and NIW** | **As of and for the quarter ended** | | | |
|---|---|---|---|---|
| | **March 31, 2016** | | **March 31, 2015** | |
| | **IIF** | **NIW** | **IIF** | **NIW** |
| | *(In Thousands)* | | | |
| Monthly | $ 9,209,600 | $ 2,491,671 | $ 2,258,776 | $ 918,697 |
| Single | 9,354,522 | 1,762,403 | 2,576,472 | 777,445 |
| Primary | 18,564,122 | 4,254,074 | 4,835,248 | 1,696,142 |
| Pool | 4,135,620 | — | 4,621,346 | — |
| Total | $ 22,699,742 | $ 4,254,074 | $ 9,456,594 | $ 1,696,142 |

| **Primary and pool premiums written and earned** | **For the quarter ended** | |
|---|---|---|
| | **March 31, 2016** | **March 31, 2015** |
| | *(In Thousands)* | |
| Net premiums written | $ 38,129 | $ 12,921 |
| Net premiums earned | 19,807 | 6,936 |

In our industry, a "book" is a group of loans that an MI company insures in a particular period, normally a calendar year. In general, the majority of any underwriting profit (*i.e.*, the earned premium revenue minus claims and expenses, excluding investment income) that a book generates occurs in the early years of the book, with the largest portion of the underwriting profit for that book realized in the first year. This pattern generally occurs because relatively few of the claims that a book will ultimately experience typically occur in the first few years of the book, when premium revenue is highest, while subsequent years are affected by declining premium revenues, as the number of insured loans decreases (primarily due to loan prepayments), and by increasing losses. The earnings we record and the cash flow we receive vary based on the type of MI product and premium plan our customers select.

For the quarter ended March 31, 2016, primary NIW increased 151% over the first quarter of 2015 as a result of significant growth in our customer base and primary flow business. In the first quarter of 2016, monthly premium NIW increased 171% over the first quarter of 2015 due to greater lender demand for our monthly premium MI products and the growth of our insurance business.

For the quarter ended March 31, 2016, we had net premiums written of $38.1 million and premiums earned of $19.8 million, compared to net premiums written of $12.9 million and premiums earned of $6.9 million for the quarter ended March 31, 2015. Premiums written and earned are generally influenced by NIW, product mix, pricing and persistency. Additionally, premiums earned are influenced by the amortization of earnings on our single premium product over the policies' expected lives in accordance with the expiration of risk for policies covering more than one year.

In recent years, the private MI industry, including NMIC, has experienced price competition, particularly with respect to LPMI single premium policies. Through 2015, single premium policies had comprised a majority of our NIW, some of which were written at rates below our published rate card, which may impact our premium yields in the near term. In January 2016, in response to the required assets provisions of PMIERs, including the additional capital charges applied to LPMI products, we implemented new LPMI and BPMI rates to target a mid-teens return, which we expect will improve premium yields on our LPMI single premium policies. These PMIER imposed LPMI capital charges also drove premium rate increases throughout the industry. We expect that with our premium rate changes, the mix of business we write will begin to shift to a higher percentage of monthly premium policies. This shift began to occur in the first quarter of 2016.

***Portfolio Statistics***

The table below shows primary NIW, IIF, RIF, policies in force, the weighted average coverage and loans in default, by quarter, for the last five quarters.

| Primary portfolio trends | As of and for the quarter ended | | | | |
|---|---|---|---|---|---|
| | March 31, 2016 | December 31, 2015 | September 30, 2015 | June 30, 2015 | March 31, 2015 |
| | (Dollars in Thousands) | | | | |
| New insurance written | $ 4,254,074 | $ 4,546,759 | $ 3,632,740 | $ 2,548,515 | $ 1,696,142 |
| Insurance in force [1] | $ 18,564,122 | $ 14,823,926 | $ 10,601,492 | $ 7,190,414 | $ 4,835,248 |
| Risk in force [1] | $ 4,487,456 | $ 3,586,462 | $ 2,553,347 | $ 1,715,442 | $ 1,145,602 |
| Policies in force [1] | 79,700 | 63,948 | 46,175 | 31,682 | 21,225 |
| Weighted average coverage [2] | 24.2% | 24.2% | 24.1% | 23.9% | 23.7% |
| Loans in default (count) | 55 | 36 | 20 | 9 | 6 |
| Risk in force on defaulted loans | $ 2,765 | $ 1,705 | $ 962 | $ 528 | $ 350 |

(1) Reported as of the end of the period.
(2) End of period RIF divided by IIF.

We utilize certain risk principles that form the basis of how we underwrite and originate primary NIW. We manage our portfolio credit risk by using several loan eligibility matrices which prescribe the maximum LTV, minimum borrower credit score, maximum loan size, property type and occupancy status of loans that we will insure. Our loan eligibility matrices, as well as all of our detailed underwriting guidelines, are contained in our Underwriting Guideline Manual that is publicly available on our website. Our eligibility criteria and underwriting guidelines are designed to mitigate the layered risk inherent in a single insurance policy. "Layered risk" refers to the accumulation of borrower, loan and property risk. For example, we have higher credit score and lower maximum allowed LTV requirements for riskier property types, such as investor properties, compared to owner-occupied properties.

We monitor the concentrations of various risk attributes in our insurance portfolio. Generally, insuring loans made to borrowers with higher credit scores tends to result in a lower frequency of claims than with loans made to borrowers with lower credit scores. As of March 31, 2016, approximately 66% of each of our primary IIF and RIF consisted of loans to borrowers who had credit scores at or above 740. Our weighted average FICO for primary NIW in the quarter ended March 31, 2016 was 755. Additionally, as of March 31, 2016, all loans in our insurance portfolio were full documentation loans, and approximately 4.4% of our RIF was on loans above 95% LTV. Our weighted average LTV for primary NIW in the quarter ended March 31, 2016 was 91%.

The table below reflects a summary of the change in total primary IIF for the three months ended March 31, 2016 and 2015.

| Primary IIF | For the three months ended March 31, | |
|---|---|---|
| | 2016 | 2015 |
| | (In Thousands) | |
| IIF, beginning of period | $ 14,823,926 | $ 3,369,664 |
| NIW | 4,254,074 | 1,696,142 |
| Cancellations and other reductions | (513,878) | (230,558) |
| IIF, end of period | $ 18,564,122 | $ 4,835,248 |

Our persistency rate is the percentage of IIF that remains on our books after any 12-month period. Because our insurance premiums are earned over the life of a policy, changes in persistency rates can have a significant impact on our earnings. The persistency rate on our portfolio was 86.2% at March 31, 2016. Persistency rates are sensitive to fluctuations in interest rates. Decreases in interest rates typically increase our portfolio's cancellation rate. When cancellations increase, we experience lower profitability and returns on our monthly premium business, and conversely, higher returns on our single premium business because, rather than amortizing the single premium over the expected life of the policy, upon cancellation, we immediately recognize all unamortized single premium as earned.

The table below reflects a summary of our primary IIF and RIF by book year.

| **Primary IIF and RIF** | **As of March 31, 2016** | |
|---|---|---|
| | **IIF** | **RIF** |
| | *(In Thousands)* | |
| 2016 | $ 4,232,299 | $ 1,010,827 |
| 2015 | 11,805,280 | 2,864,146 |
| 2014 | 2,461,156 | 597,166 |
| 2013 | 65,387 | 15,317 |
| Total | $ 18,564,122 | $ 4,487,456 |

The table below reflects our total primary IIF, RIF and average loan size, by FICO.

| | **As of March 31, 2016** | | | | |
|---|---|---|---|---|---|
| **Primary** | **IIF** | | **RIF** | | **Average primary loan size** |
| | *(Dollars in Thousands)* | | | | |
| >= 740 | $ 12,191,260 | 65.7% | $ 2,954,383 | 65.8% | $ 239 |
| 680 - 739 | 5,696,679 | 30.7 | 1,378,197 | 30.7 | 224 |
| 620 - 679 | 676,183 | 3.6 | 154,876 | 3.5 | 203 |
| <= 619 | — | — | — | — | — |
| Total | $ 18,564,122 | 100.0% | $ 4,487,456 | 100.0% | |

As of March 31, 2016, 98% of our primary RIF was comprised of insurance on fixed rate mortgages, with the remaining 2% of our primary RIF consisting of insurance on adjustable rate mortgages of five years or greater. As of March 31, 2016, 100% of our pool RIF was comprised of insurance on fixed rate mortgages.

The following table reflects the percentage and policy count of our RIF by LTV. We calculate the LTV of a loan as a percentage of the original loan amount to the original value of the property securing the loan. In general, the lower the LTV the lower the likelihood of a default, and for loans that default, a lower LTV generally results in lower severity for a resulting claim, as the borrower has more equity in the property.

| **Total RIF by LTV** | **As of March 31, 2016** | |
|---|---|---|
| | **% of Total RIF** | **Policy Count** |
| **Primary** | | |
| 95.01% and above | 4.4% | 3,741 |
| 90.01% to 95.00% | 54.0 | 37,304 |
| 85.01% to 90.00% | 33.4 | 25,197 |
| 85.00% and below | 8.2 | 13,458 |
| Total primary | 100.0% | 79,700 |
| **Pool** | | |
| 80.00% and below | 100.0% | 18,629 |
| Total pool | 100.0% | 18,629 |

*Geographic Dispersion*

The following tables show the distribution by state of our IIF and RIF, for both primary and pool insurance. As of March 31, 2016, our IIF and RIF continues to be relatively more concentrated in California, primarily as a result of the location and timing of the acquisition of new customers. The distribution of risk across the states as of March 31, 2016 is not necessarily representative of the geographic distribution we expect in the future. As we add new customers and receive greater allocations of business from our existing customers, we expect we will have increased flexibility to manage our state concentration levels.

| Top 10 primary IIF and RIF by state | IIF | RIF |
|---|---|---|
| **As of March 31, 2016** | | |
| 1. California | 14.0% | 13.2% |
| 2. Texas | 6.6 | 6.8 |
| 3. Virginia | 5.9 | 5.8 |
| 4. Florida | 5.1 | 5.3 |
| 5. Michigan | 4.2 | 4.3 |
| 6. Colorado | 4.0 | 4.1 |
| 7. Arizona | 3.7 | 3.8 |
| 8. Pennsylvania | 3.5 | 3.6 |
| 9. North Carolina | 3.5 | 3.5 |
| 10. Maryland | 3.2 | 3.1 |
| Total | 53.7% | 53.5% |

| Top 10 pool IIF and RIF by state | IIF | RIF |
|---|---|---|
| **As of March 31, 2016** | | |
| 1. California | 20.8% | 20.7% |
| 2. Texas | 6.1 | 6.1 |
| 3. Illinois | 4.4 | 4.3 |
| 4. Colorado | 3.8 | 3.8 |
| 5. Washington | 3.6 | 3.6 |
| 6. Florida | 3.6 | 3.6 |
| 7. Pennsylvania | 3.1 | 3.1 |
| 8. Massachusetts | 3.1 | 3.1 |
| 9. Michigan | 3.1 | 3.1 |
| 10. Wisconsin | 3.0 | 3.0 |
| Total | 54.6% | 54.4% |

***Reserve for Insurance Claims***

Claims incurred is the expense that is booked within a particular period to reflect actual and estimated claim payments that we believe will ultimately be made as a result of insured loans that are in default. We do not recognize an estimate of claim expense for loans that are not in default. As of March 31, 2016, we have established reserves for insurance claims of $1.1 million for 55 primary loans in default, compared to a reserve of $187 thousand for 6 primary loans in default as of March 31, 2015. We have not established any reserves for pool claims or IBNR to date. For additional discussion of our reserves, see, Item 1, "*Financial Statements and Supplementary Data - Notes to Condensed Consolidated Financial Statements - Note 5. Reserves for Insurance Claims and Claims Expenses.*"

Claims incurred is affected by a variety of factors, including the state of the economy, declines in housing values, product mix of IIF, the size of loans insured and the percentage of coverage on insured loans. Policies with higher loan amounts and coverage percentages tend to result in higher incurred claim amounts.

We expect that claims incurred for the early years of our operations will be relatively low for the following reasons:

- the typical distribution of claims over the life of a book results in fewer defaults during the first two years after loans are originated, usually peaking in years three through six and declining thereafter;
- Until our portfolio matures, we expect our reported loss ratio will be less than 10%, due to loss development being generally insignificant in the early years of a loan cycle combined with strong growth in earned premiums on a year-over-year basis. We expect that the frequency of claims on our initial primary books of business should be between 2% and 3% of mortgages insured over the life of the book. For claims that we may receive, we expect the severity of the claim to be between 85% and 95% of the coverage amount. Based on these expectations, we estimate that the loss ratio over the life of each book will be between 20% and 25% of earned premiums.
- under the pool insurance agreement between NMIC and Fannie Mae, NMIC is responsible for claims only to the extent they exceed a deductible; and
- low NIW in our early years of operations.

We developed our estimates of the expected frequency and severity of claims based on statutory filings by many of our competitors, which contain historical book year performance, as well as an industry dataset which consists of nearly 150 million mortgages and 80 data fields per mortgage, gathered over the past 17 years. As state-regulated entities, mortgage insurers are required to file actuarial justifications for premium rate changes in many states, many of which are publicly available and include historical information on claim frequency and severity. Historical performance data from similar underwriting, house price, and interest rate periods were compared to today to determine a range of expected performance. To date, our loss experience is developing at a slower pace than historical trends have shown, as a result of high quality underwriting and a favorable housing market.

***GSE Oversight***

The GSEs are the principal purchasers of mortgages insured by MI companies. As a result, the nature of the private MI industry in the U.S. is driven in large part by the requirements and practices of the GSEs.

On December 31, 2015, the GSEs' final updated PMIERs went into effect for existing, GSE-approved private mortgage insurers, i.e., *Approved Insurers*. (*Italicized* terms have the same meaning that such terms have in the PMIERs, as described below.) The PMIERs establish operational, business, remedial and financial requirements applicable to *Approved Insurers*. The new financial requirements prescribe a risk-based capital methodology whereby the amount of capital required to be held against each insured loan is determined based on certain risk characteristics, such as FICO, vintage (year of origination), performing vs. non-performing, LTV and other risk features. A capital charge is calculated for each insured loan based on its risk profile. In general, higher quality loans carry lower capital charges.

Under the PMIERs financial requirements, *Approved Insurers* must maintain *available assets* that equal or exceed *minimum required assets*, which is an amount equal to the greater of (i) $400 million or (ii) a total *risk-based required asset amount*. The *risk-based required asset amount* is a function of the risk profile of an *Approved Insurer's* net RIF, calculated by applying on a loan-by-loan basis certain risk-based factors derived from tables set out in the PMIERs to the net RIF. The *risk-based required asset amount* for primary insurance is subject to a floor of 5.6% of total, performing, primary RIF, and the *risk-based required asset amount* for pool insurance considers both the factors in the tables and the *net remaining stop loss* for each pool insurance policy. The PMIERs financial requirements also increase the amount of *available assets* that must be held by an *Approved Insurer* for loans originated on or after January 1, 2016 that are insured under LPMI policies not subject to automatic termination under the Home Owners Protection Act of 1998. As of March 31, 2016, under PMIERs financial requirements, NMIC's *minimum required assets* were approximately $302.9 million and its *available assets* were approximately $434.1 million.

Beginning in 2016, by April 15th of each year, NMIC must certify it met all PMIERs requirements as of December 31st of the prior year. We have certified to the GSEs that NMIC fully complies with the PMIERs as of December 31, 2015. NMIC also has an ongoing obligation to immediately notify the GSEs in writing upon discovery of its failure to meet one or more of the PMIERs requirements. We will continue to monitor our compliance with the PMIERs going forward.

***Capital Position of Our Insurance Subsidiaries and Financial Strength Ratings***

In addition to GSE-imposed capital requirements, NMIC is also subject to state regulatory minimum capital requirements based on its insured RIF. While formulations of this minimum capital may vary in each jurisdiction, the most common measure allows for a maximum permitted RTC ratio of 25:1. As our insurance writings grow and our RIF increases, our RTC ratio will increase and NMIC's RTC metrics will become more important to an evaluation of its capital needs to support future business writings.

As of March 31, 2016, NMIC's primary gross RIF was approximately $4.5 billion, representing insurance on a total of 79,700 policies in force, and pool RIF was approximately $93.1 million, representing insurance on a total of 18,629 loans. Based on NMIC's total statutory surplus of $395 million as of March 31, 2016, NMIC's RTC ratio was 10.5:1. Re One had total statutory capital of $29 million as of March 31, 2016, with a RTC ratio of 15.2:1.

In July 2015, Standard & Poor's (S&P) Ratings Services assigned its "BBB-" financial strength and long-term counter-party credit ratings to NMIC. At the same time, S&P assigned its "BB-" long-term counter-party credit rating to NMIH.  S&P's outlook for both companies is "stable." In November 2015, Moody's Investors Service (Moody's) assigned a financial strength rating of "Ba2" to NMIC. Also at that time, Moody's assigned a B2 rating to the $150 million Term Loan held by NMIH. Moody's outlook for both companies is "stable."

***Competition***

The MI industry is highly competitive and currently consists of seven private mortgage insurers, including NMIC, as well as governmental agencies like the FHA and the VA.

*Private MI*

MI companies compete based on service, customer relationships, underwriting, and other factors including price. In the recent past, lenders have pressured MIs to offer discounted rates, primarily on single premium LPMI.  Higher capital requirements imposed by the PMIERs have also had an effect on premium rates.  We expect the MI market to remain highly competitive, with pressure for industry participants to grow or maintain their market share in the coming years.  Our competitors' respective shares of the private MI market for the quarter ended December 31, 2015 ranged from single percentage points penetration to a high of approximately 21%.

*Competition with FHA*

Although there has been broad policy consensus toward the need for private capital to play a larger role and government credit risk to be reduced in the U.S. housing finance system, recent action by the current administration has made it difficult to predict whether the market share of governmental agencies such as the FHA and VA will recede to historical levels. On January 26, 2015, the FHA reduced some of its single-family annual mortgage insurance premiums. To date, the impact from the FHA's premium reduction has not had a significant impact on our continued growth in the market. It is difficult to predict what, if any, material impact this premium reduction will have in the future as there are factors beyond premium rate that influence a lender's decision to choose private MI over FHA insurance, including among others, the FHA's loan eligibility requirements and loan size limits and the relative ease of use of private MI products compared to FHA products. However, we believe our pricing continues to be more attractive than the FHA's pricing for a substantial majority of borrowers with credit and loan characteristics similar to those whose loans we insure.

## Consolidated Results of Operations

| **Consolidated statements of operations** | **For the three months ended March 31,** | |
|---|---|---|
| | **2016** | **2015** |
| Revenues | *(In Thousands)* | |
| Net premiums written | $ 38,129 | $ 12,921 |
| Increase in unearned premiums | (18,322) | (5,985) |
| Net premiums earned | 19,807 | 6,936 |
| Net investment income | 3,231 | 1,596 |
| Net realized investment (losses) gains | (885) | 613 |
| Other revenues | 32 | — |
| Total revenues | 22,185 | 9,145 |
| Expenses | | |
| Insurance claims and claims expenses | 458 | 104 |
| Underwriting and operating expenses | 22,672 | 18,350 |
| Total expenses | 23,130 | 18,454 |
| Other (expense) income | | |
| Gain from change in fair value of warrant liability | 670 | 1,248 |
| Interest expense | (3,632) | — |
| Loss before income taxes | (3,907) | (8,061) |
| Income tax benefit | — | (241) |
| Net loss | $ (3,907) | $ (7,820) |

*Revenues*

For the three months ended March 31, 2016, we had net premiums written of $38.1 million and premiums earned of $19.8 million, compared to net premiums written of $12.9 million and premiums earned of $6.9 million for the three months ended March 31, 2015. The principal drivers of the increases in premiums written and earned for the periods presented were the continued growth of our NIW and IIF, primarily related to our monthly products, and the significant development of our customer base, including higher allocations of business to us from existing customers. Additionally, we had $2.3 million of earned premiums in the three months ended March 31, 2016 related to cancellations of single premium policies, compared to $1.4 million for the three months ended March 31, 2015. We believe we will continue to experience higher than expected earnings from cancellations of single premium policies if interest rates remain low and expect single premium policy cancellations to decrease if interest rates rise.

Net investment income was higher for the quarter ended March 31, 2016 compared to the quarter ended March 31, 2015, as a result of an increase in the value of our consolidated securities portfolio from $367.9 million as of March 31, 2015 to $556.7 million as of March 31, 2016. We realized a loss on investments of $0.9 million for the quarter ended March 31, 2016, compared to a gain of $0.6 million for the quarter ended March 31, 2015.

*Expenses*

Our expenses have historically been related to business development and operating activities. Although we expect our year-over-year expenses to increase as we continue to grow our business, we ultimately expect that the majority of our operating expenses will be relatively fixed in the long term. Until our business matures, our expense ratio is expected to be significantly higher than the industry given the low levels of premium written compared to our "fixed" costs customary to operating a mortgage insurance company.

Insurance claims and claims expenses increased for the quarter ended March 31, 2016, compared to the quarter ended March 31, 2015, as a result of an increase in our NODs, primarily due to an increase in the number of policies in force year-over-year.

Employee compensation represents the majority of our operating expense, which includes both cash and share-based compensation. Our underwriting and operating expenses grew primarily as the result of hiring new employees and expanding our operations and sales activities. Our headcount grew from 196 as of March 31, 2015 to 253 as of March 31, 2016. Underwriting and operating expenses also include costs related to policy acquisition, technology, professional services and facilities.

We incurred interest expense of $3.6 million for the quarter ended March 31, 2016 related to the Term Loan entered into during the fourth quarter of 2015.

We recorded no income tax benefit for the quarter ended March 31, 2016 compared to $241 thousand of income tax benefit for the quarter ended March 31, 2015. See Item 1, *"Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements - Note 7, Income Taxes."*

*Net Loss*

We have incurred significant net operating losses since our inception; however, we have seen our net losses decrease steadily as our business has grown. Our net losses were $3.9 million and $7.8 million for the three months ended March 31, 2016 and 2015, respectively. The primary driver of the decrease in net loss for the quarter ended March 31, 2016, compared to the quarter ended March 31, 2015 was the significant increase in premiums earned from our IIF as a result of the addition of new customers and higher allocations of business to us from existing customers, slightly offset by the continued hiring of management and staff personnel and external and professional costs.

| **Consolidated balance sheets** | **March 31, 2016** | **December 31, 2015** |
|---|---|---|
| | *(In Thousands)* | |
| Total investment portfolio | $ 556,683 | $ 559,235 |
| Cash and cash equivalents | 73,302 | 57,317 |
| Deferred policy acquisition costs, net | 20,948 | 17,530 |
| Software and equipment, net | 17,219 | 15,201 |
| Other assets | 16,162 | 13,168 |
| Total assets | $ 684,314 | $ 662,451 |
| Term loan | $ 143,982 | $ 143,939 |
| Unearned premiums | 109,095 | 90,773 |
| Reserve for insurance claims and claims expenses | 1,137 | 679 |
| Accounts payable and accrued expenses | 19,108 | 22,725 |
| Warrant liability | 797 | 1,467 |
| Deferred tax liability | 137 | 137 |
| Total liabilities | 274,256 | 259,720 |
| Total shareholders' equity | 410,058 | 402,731 |
| Total liabilities and shareholders' equity | $ 684,314 | $ 662,451 |

As of March 31, 2016, we had approximately $630 million in cash and investments, including $84 million held at NMIH. The increase in cash from year-end 2015 is the result of premiums collected in the quarter. We continued to be cash flow positive from operating activities for the quarter ended March 31, 2016.

Our deferred policy acquisition costs asset was $20.9 million as of March 31, 2016, compared to $17.5 million at December 31, 2015. The increase was driven by the deferrable costs associated with premiums written during the quarter ended March 31, 2016 of $38.1 million .

Our software and equipment balance increased from $15.2 million as of December 31, 2015, to $17.2 million as of March 31, 2016, as a result of the continued development of our technology platform to support the growth of our business.

Our other assets balance increased from $13.2 million as of December 31, 2015, to $16.2 million as of March 31, 2016, primarily as a result of the increase in our premiums receivable balance related to the growth in IIF of our monthly policies.

In November 2015, we entered into the Credit Agreement and obtained the Term Loan. Our long-term debt balance under the Term Loan as of March 31, 2016 was $144.0 million.

Our unearned premiums balance increased to $109.1 million as of March 31, 2016, from $90.8 million as of December 31, 2015 due to single premiums written in the quarter ended March 31, 2016, offset by cancellations of lender paid single premium policies and earnings of existing unearned premiums in accordance with the expiration of risk in the related policies.

As a result of NODs reported as of March 31, 2016, our reserves for insurance claims and claims expenses increased to $1.1 million as of March 31, 2016, compared to $679 thousand as of December 31, 2015.

Our accounts payable and accrued expenses decreased to $19.1 million as of March 31, 2016, from $22.7 million at December 31, 2015. The decrease reflects the payment of accrued liabilities at year-end, offset by accruals for liabilities related to increased headcount, accrued premium taxes, an increase in IT projects and expenses, as well as an increase in our investment payable balance from December 31, 2015.

Our warrant liability decreased to $0.8 million as of March 31, 2016 from $1.5 million as of December 31, 2015, as a result of a decline in our stock price during the first quarter of 2016.

The following table summarizes our consolidated cash flows from operating, investing and financing activities:

| **Consolidated cash flows** | **For the three months ended March 31,** | |
|---|---|---|
| | **2016** | **2015** |
| Net cash provided by (used in): | *(In Thousands)* | |
| Operating activities | $ 735 | $ (7,542) |
| Investing activities | 15,784 | (29,058) |
| Financing activities | (534) | (1) |
| Net increase (decrease) in cash and cash equivalents | $ 15,985 | $ (36,601) |

Net cash provided by operating activities was $0.7 million for the three months ended March 31, 2016, compared to net cash used in operating activities in the same period in 2015 of $7.5 million. Positive cash flow from operating activities was the result of an increase in premiums written, partially offset by increased personnel costs.

Cash provided by investing activities for the three months ended March 31, 2016 was $15.8 million, compared to cash used of $29.1 million during the same period in 2015, as a result of portfolio re-balancing in the first quarters of 2015 and 2016.

Cash used by financing activities for the three months ended March 31, 2016 and March 31, 2015 consisted primarily of taxes paid related to the net share settlement of equity awards offset by the proceeds from the issuance of common stock.

**Holding Company Liquidity and Capital Resources**

NMIH serves as the holding company for our insurance subsidiaries and does not have any significant operations of its own. NMIH's principal liquidity demands include funds for: (i) payment of certain corporate expenses and reimbursable expenses of its insurance subsidiaries; (ii) capital support for its insurance subsidiaries; (iii) potential tax payments to the Internal Revenue Service (IRS); (iv) the payment of principal and interest related to the Term Loan; and (v) the payment of dividends, if any, on its common stock. NMIH is not subject to any limitations on its ability to pay dividends except those generally applicable to corporations, such as NMIH, that are incorporated in Delaware. Delaware corporation law provides that dividends are only payable out of a corporation's capital surplus or (subject to certain limitations) recent net profits. As of March 31, 2016, NMIH's shareholders' equity was approximately $410 million.

As of March 31, 2016, NMIH had $84 million of cash and investments. NMIH's principal source of operating cash is investment income, and could include future dividends from NMIC, if available and permitted under law and by the GSEs.

NMIH's future capital requirements depend on many factors, including NMIC's ability to successfully write new business, establish premium rates at levels sufficient to cover claims and operating costs and meet *minimum required asset* thresholds under the PMIERs and state capital requirements. We expect NMIH may make additional capital contributions to its insurance subsidiaries to support their applicable capital adequacy requirements from time-to-time. In 2016, we expect to implement a reinsurance program as a key component of our capital plan. In the future, we may also choose to utilize other sources of capital, depending on costs, availability, and terms and conditions that are acceptable to us, our regulators and the GSEs.

NMIH has entered into expense-sharing agreements with its insurance subsidiaries which have been approved by the Wisconsin OCI, but such approval may be changed or revoked at any time. NMIC's ability to pay dividends to NMIH is subject to insurance regulations requiring insurance department approval. In general, dividends in excess of prescribed limits are deemed "extraordinary" and require insurance regulatory approval. Since inception, NMIC has not paid any dividends to NMIH. As NMIC had a statutory net loss for the year ended December 31, 2015, NMIC cannot pay any dividends to NMIH through December 31, 2016 without the prior approval of the Wisconsin OCI. Certain other states in which NMIC is licensed also have statutes or regulations that restrict its ability to pay dividends.

Our MI companies' principal operating sources of liquidity are premiums that we receive from policies and income generated by our investment portfolio. Our MI companies' primary liquidity needs include the payment of claims on our MI policies, operating expenses, investment expenses and other costs of our business. We anticipate that as our IIF grows, the premium revenue we receive will increase. We expect to manage our fixed operating expenses so that they grow at a slower rate than NIW over the coming years.

In the fourth quarter of 2015, NMIH entered into the Credit Agreement for the Term Loan to support the continued growth of its IIF. The Credit Agreement contains various restrictive covenants and required financial ratios and tests that we are required to meet or maintain. These covenants include, but are not limited to the following: a maximum debt-to-total capitalization ratio (as defined) of 35%, maximum RTC ratio of 22.0:1.0, liquidity (as defined) of $36 million as of March 31, 2016, compliance with financial requirements of PMIERs, and equity requirements. The Term Loan bears interest at the Eurodollar based rate (1%) plus an annual margin rate of 7.5%, payable quarterly. The Company recorded $3.6 million of interest expense for the quarter ended March 31, 2016. The Term Loan matures on November 10, 2018.

**Consolidated Investment Portfolio**

Our net investment income for the three months ended March 31, 2016 was $3.2 million, compared to $1.6 million for the three months ended March 31, 2015. As of March 31, 2016, our portfolio conforms with our investment guidelines. The principal factors affecting our investment income include the size and credit rating of our portfolio and its net yield. As measured by amortized cost (which excludes changes in fair market value, such as those resulting from changes in interest rates), the size of our investment portfolio is mainly a function of capital raised, cash generated from (or used in) operations, such as net premiums received, and investment earnings.

The pre-tax book yield on our portfolio as of March 31, 2016 was 0.4%, excluding unrealized gains and losses. The book yield is calculated on our year-to-date net investment income over our average portfolio book value as of March 31, 2016. We believe that the yield on our investment portfolio likely will change over time based on potential changes to the interest rate environment, the duration or mix of our investment portfolio or other factors.

The sectors of our investment portfolio, including cash and cash equivalents appear in the table below:

| Percentage of portfolio's fair value | March 31, 2016 | December 31, 2015 |
|---|---|---|
| 1. Corporate debt securities | 51% | 56% |
| 2. U.S. treasury securities and obligations of U.S. government agencies | 10 | 14 |
| 3. Asset-backed securities | 18 | 17 |
| 4. Cash, cash equivalents, and short-term investments | 17 | 10 |
| 5. Municipal debt securities | 4 | 3 |
| Total | 100% | 100% |

The ratings of our investment portfolio were:

| Investment portfolio ratings | March 31, 2016 | December 31, 2015 |
|---|---|---|
| AAA | 26% | 25% |
| AA | 14 | 11 |
| A | 48 | 51 |
| BBB | 12 | 13 |
| Total | 100% | 100% |

The ratings above are provided by one or more of: Moody's, S&P and Fitch Ratings. If three ratings are available, we assign the middle rating for classification purposes, otherwise we assign the lowest rating.

**Taxes**

We are a U.S. taxpayer and are subject to a statutory U.S. federal corporate income tax rate of 35%. Our holding company files a consolidated U.S. federal and various state income tax returns on behalf of itself and its subsidiaries. We currently pay no federal income tax, and had a federal net operating loss carryforward as of December 31, 2015 of $139.4 million. Our effective income tax rate on our pre-tax loss was 0.0% for the three months ended March 31, 2016 and 3.0% for the comparable 2015 period. For further information regarding income taxes and their impact on our results of operations and financial position, see, Item 1, *"Financial Statements and Supplementary Data - Notes to Condensed Consolidated Financial Statements - Note 7. Income Taxes."*

Our financial statements reflect a valuation allowance with respect to our net deferred tax assets. As the Company has limited history, management has not yet concluded that it is more-likely-than-not that the results of future operations will generate sufficient taxable income. If we conclude the taxable income will be sufficient to release the valuation allowance, we would recognize an income tax benefit associated primarily with the carry forward of federal net operating losses and future tax deductions from share-based compensation.

**Other Items**

*Off-Balance Sheet Arrangements and Contractual Obligations*

We had no off-balance sheet arrangements as of March 31, 2016. There are no material changes outside the ordinary course of business in the contractual obligations specified in our 2015 10-K.

*Critical Accounting Estimates*

We use accounting principles and methods that conform to GAAP. Where GAAP specifically excludes mortgage insurance we follow general industry practices. We are required to apply significant judgment and make material estimates in the preparation of our financial statements and with regard to various accounting, reporting and disclosure matters. Assumptions and estimates are required to apply these principles where actual measurement is not possible or practical. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that the assumptions and estimates associated with revenue recognition, fair value measurements, our investment portfolio, deferred policy acquisition costs, premium deficiency reserves, income taxes, reserves for insurance claims and claims expenses, warrants and share-based compensation have the greatest potential impact on our consolidated financial statements. Therefore, we consider these to be our critical accounting estimates. There have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our 2015 10-K.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

We own and manage a large portfolio of various holdings, types and maturities. NMIH's principal source of operating cash is investment income. The assets within the investment portfolio are exposed to the same factors that affect overall financial market performance.

We manage market risk via a defined investment policy implemented by our treasury function with oversight from our Board of Director's Risk Committee. Important drivers of our market risk exposure monitored and managed by us include but are not limited to:

- *Changes to the level of interest rates*. Increasing interest rates may reduce the value of certain fixed-rate bonds held in the investment portfolio. Higher rates may cause variable rate assets to generate additional income. Decreasing rates will have the reverse impact. Significant changes in interest rates can also affect persistency and claim rates of our insurance portfolio, and as a result we may determine that our investment portfolio needs to be restructured to better align it with future liabilities and claim payments. Such restructuring may cause investments to be liquidated when market conditions are adverse. Additionally, the changes in Eurodollar based interest rates affect the interest expense related to the Company's debt.
- *Changes to the term structure of interest rates*. Rising or falling rates typically change by different amounts along the yield curve. These changes may have unforeseen impacts on the value of certain assets.
- *Market volatility/changes in the real or perceived credit quality of investments*. Deterioration in the quality of investments, identified through changes to our own or third party (e.g., rating agency) assessments, will reduce the value and potentially the liquidity of investments.
- *Concentration Risk*. If the investment portfolio is highly concentrated in one asset, or in multiple assets whose values are highly correlated, the value of the total portfolio may be greatly affected by the change in value of just one asset or a group of highly correlated assets.
- *Prepayment Risk*. Bonds may have call provisions that permit debtors to repay prior to maturity when it is to their advantage. This typically occurs when rates fall below the interest rate of the debt.

The carrying value of our investment portfolio as of March 31, 2016 and December 31, 2015 was $557 million and $559 million, respectively, of which 100% was invested in fixed maturity securities. The primary market risk to our investment portfolio is interest rate risk associated with investments in fixed maturity securities. We mitigate the market risk associated with our fixed maturity securities portfolio by matching the duration of our fixed maturity securities with the expected duration of the liabilities that those securities are intended to support.

As of March 31, 2016, the duration of our fixed income portfolio, including cash and cash equivalents, was 0.81 years, which means that an instantaneous parallel shift (movement up or down) in the yield curve of 100 basis points would result in a change of 0.81% in fair value of our fixed income portfolio. Excluding cash, our fixed income portfolio duration was 1.58 years, which means that an instantaneous parallel shift (movement up or down) in the yield curve of 100 basis points would result in a change of 1.58% in fair value of our fixed income portfolio.

We are also subject to market risk related to our Term Loan. As discussed in Item 1, "*Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements - Note 4, Term Loan*," the Term Loan bears interest at a variable rate and, as a result, increases in market interest rates would generally result in increased interest expense on our outstanding principal.

## Item 4. Controls and Procedures

### Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of March 31, 2016, pursuant to Rule 13a-15(e) under the Exchange Act. Management applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature, can provide only reasonable assurance regarding management's control objectives. Management does not expect that our disclosure controls and procedures will prevent or detect all errors and fraud. A control system, irrespective of how well it is designed and operated, can only provide reasonable assurance and cannot guarantee that it will succeed in its stated objectives.

Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2016, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

### Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### Item 1. Legal Proceedings

Certain lawsuits and claims arising in the ordinary course of business may be filed or pending against us or our affiliates from time to time. In accordance with applicable accounting guidance, we establish accruals for all lawsuits, claims and expected settlements when we believe it is probable that a loss has been incurred and the amount of the loss is reasonably estimable. When a loss contingency is not both probable and estimable, we do not establish an accrual. Any such loss estimates are inherently uncertain, based on currently available information and are subject to management’s judgment and various assumptions. Due to the inherent subjectivity of these estimates and unpredictability of outcomes of legal proceedings, any amounts accrued may not represent the ultimate resolution of such matters.

To the extent we believe any potential loss relating to such lawsuits and claims may have a material impact on our liquidity, consolidated financial position, results of operations, and/or our business as a whole and is reasonably possible but not probable, we disclose information relating to any such potential loss, whether in excess of any established accruals or where there is no established accrual. We also disclose information relating to any material potential loss that is probable but not reasonably estimable. Where reasonably practicable, we will provide an estimate of loss or range of potential loss. No disclosures are generally made for any loss contingencies that are deemed to be remote.

Based upon information available to us and our review of lawsuits and claims filed or pending against us to date, we have not recognized a material accrual liability for these matters, nor do we currently expect it is reasonably possible that these matters will result in a material liability to the Company. However, the outcome of litigation and other legal and regulatory matters is inherently uncertain, and it is possible that one or more of such matters currently pending or threatened could have an unanticipated material adverse effect on our liquidity, consolidated financial position, results of operations, and/or our business as a whole, in the future.

### Item 1A. Risk Factors

Risk factors that affect our business and financial results are discussed in Part I, Item 1A of our 2015 10-K. You should carefully consider the risks and uncertainties described herein and in the above referenced filing, which have the potential to affect our business, financial condition, results of operations, cash flows or prospects in a material and adverse manner. The risks described herein and in the above referenced filing are not the only risks we face, as there are additional risks and uncertainties not currently known to us or that we currently deem to be immaterial which may in the future adversely affect our business, financial condition and/or operating results. As of the date of this report, we are not aware of any material changes in the risk factors set forth in our 2015 10-K.

### Item 6. Exhibits

An index to exhibits has been filed as part of this report and is incorporated herein by reference.

## 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 thereunto duly authorized.

**NMI HOLDINGS, INC.**

April 28, 2016

By: /s/ Glenn M. Farrell

Name: Glenn M. Farrell
Title: Chief Financial Officer and Duly Authorized Signatory

## EXHIBIT INDEX

| Exhibit Number | Description |
|---|---|
| 2.1 | Stock Purchase Agreement, dated November 30, 2011, between NMI Holdings, Inc. and MAC Financial Ltd. (incorporated herein by reference to Exhibit 2.1 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 2.2 | Amendment to Stock Purchase Agreement, dated April 6, 2012, between NMI Holdings, Inc. and MAC Financial Ltd. (incorporated herein by reference to Exhibit 2.2 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 3.1 | Second Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 3.2 | Third Amended and Restated By-Laws (incorporated herein by reference to Exhibit 3.1 to our Form 8-K, filed on December 9, 2014) |
| 4.1 | Specimen Class A common stock certificate (incorporated herein by reference to Exhibit 4.1 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.2 | Registration Rights Agreement between NMI Holdings, Inc. and FBR Capital Markets & Co., dated April 24, 2012 (incorporated herein by reference to Exhibit 4.2 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.3 | Registration Rights Agreement by and between MAC Financial Ltd. and NMI Holdings, Inc., dated April 24, 2012 (incorporated herein by reference to Exhibit 4.3 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.4 | Registration Rights Agreement between FBR & Co., FBR Capital Markets LT, Inc., FBR Capital Markets & Co., FBR Capital Markets PT, Inc. and NMI Holdings, Inc., dated April 24, 2012 (incorporated herein by reference to Exhibit 4.4 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.5 | Warrant No. 1 to Purchase Common Stock of NMI Holdings, Inc. issued to FBR Capital Markets & Co., dated June 13, 2013 (incorporated herein by reference to Exhibit 4.5 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.6 | Form of Warrant to Purchase Common Stock of NMI Holdings, Inc. issued to former stockholders of MAC Financial Ltd.(incorporated herein by reference to Exhibit 4.6 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 4.7 | Credit Agreement, dated November 10, 2015, between NMI Holdings, Inc., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (incorporated herein by reference to Exhibit 4.1 to our Form 8-K, filed on November 10, 2015) |
| 10.1 ~ | NMI Holdings, Inc. 2012 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.2 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Restricted Stock Unit Award Agreement for Chief Executive Officer and Chief Financial Officer (incorporated herein by reference to Exhibit 10.2 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.3 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Restricted Stock Unit Award Agreement for Management (incorporated herein by reference to Exhibit 10.3 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.4 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Restricted Stock Unit Award Agreement for Directors (incorporated herein by reference to Exhibit 10.4 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.5 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Nonqualified Stock Option Award Agreement for Chief Executive Officer and Chief Financial Officer (incorporated herein by reference to Exhibit 10.5 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.6 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Nonqualified Stock Option Award Agreement for Management (incorporated herein by reference to Exhibit 10.6 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.7 ~ | Form of NMI Holdings, Inc. 2012 Stock Incentive Plan Nonqualified Stock Option Award Agreement for Directors (incorporated herein by reference to Exhibit 10.7 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.8 ~ | Amended and Restated Employment Agreement by and between NMI Holdings, Inc. and Bradley M. Shuster, dated December 23, 2015 (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, filed on December 29, 2015) |
| 10.9 ~ | Offer Letter by and between NMI Holdings, Inc. and Glenn Farrell, effective December 4, 2014 (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, filed on December 9, 2014) |
| 10.10 ~ | Offer Letter by and between NMI Holdings, Inc. and William Leatherberry, dated July 11, 2014 |

| Exhibit Number | Description |
|---|---|
| 10.11 ~ | Form of Indemnification Agreement between NMI Holdings, Inc. and its directors and certain executive officers (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, filed on November 25, 2014) |
| 10.12 + | Commitment Letter dated July 12, 2013 for Bulk Fannie Mae-Paid Loss-on-Sale Mortgage Insurance on the Portfolio of approximately $5.46 billion Purchased by Fannie Mae and Identified by Fannie Mae as Deal No. 2013 MIRT 01 and by the Company as Policy No. P-0001-01 (incorporated herein by reference to Exhibit 10.14 to our Form S-1 Registration Statement (Registration No. 333-191635), filed on October 9, 2013) |
| 10.13 ~ | NMI Holdings, Inc. 2014 Omnibus Incentive Plan (incorporated herein by reference to Appendix A to our 2014 Annual Proxy Statement, filed on March 26, 2014) |
| 10.14 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Chief Executive Officer and President (incorporated herein by reference to Exhibit 10.16 to our Form 10-K, filed on February 19, 2016) |
| 10.15 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Executive Officers (incorporated herein by reference to Exhibit 10.16 to our Form 10-K, filed on February 19, 2016) |
| 10.16 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Employees (incorporated herein by reference to Exhibit 10.19 to our Form 10-K, filed on February 20, 2015) |
| 10.17 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for Independent Directors (incorporated herein by reference to Exhibit 10.20 to our Form 10-K, filed on February 20, 2015) |
| 10.18 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Nonqualified Stock Option Award Agreement for Chief Executive Officer and President (incorporated herein by reference to Exhibit 10.21 to our Form 10-K, filed on February 20, 2015) |
| 10.19 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Nonqualified Stock Option Award Agreement for Employees (incorporated herein by reference to Exhibit 10.22 to our Form 10-K, filed on February 20, 2015) |
| 10.20 ~ | Form of NMI Holdings, Inc. 2014 Omnibus Incentive Plan Phantom Unit Award Agreement for Independent Directors (incorporated herein by reference to Exhibit 10.21 to our Form 10-Q, filed on August 5, 2015) |
| 10.21 ~ | NMI Holdings, Inc. Severance Benefit Plan (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, filed on February 17, 2016) |
| 21.1 | Subsidiaries of NMI Holdings, Inc. (incorporated herein by reference to Exhibit 21.1 to our Form 10-Q, filed on October 30, 2015) |
| 31.1 | Principal Executive Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Principal Financial Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 # | Certifications of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101 * | The following financial information from NMI Holdings, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, formatted in XBRL (eXtensible Business Reporting Language):<br>(i) Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015<br>(ii) Consolidated Statements of Comprehensive Loss for the three months ended March 31, 2016 and 2015<br>(iii) Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31, 2016 and the year ended December 31, 2015<br>(iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2015, and<br>(v) Notes to Consolidated Financial Statements |

~ Indicates a management contract or compensatory plan or contract.

\+ Confidential treatment granted as to certain portions, which portions have been filed separately with the Securities and Exchange Commission.

\# In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibit 32 hereto are deemed to accompany this Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Exchange Act or deemed to be incorporated by reference into any filing under the Exchange Act or the Securities Act except to the extent that the registrant specifically incorporates it by reference.

* In accordance with Rule 406T of Regulation S-T, the information furnished in these exhibits will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such exhibits will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act except to the extent that the registrant specifically incorporates it by reference.

EXHIBIT 10.10

July 11, 2014

William “Bill” J. Leatherberry

Dear Bill:

We are pleased and excited to offer you employment with NMI Holdings, Inc. (the "Company") beginning on August 1, 2014 (the "Start Date"). You will initially serve as Executive Vice President, General Counsel and you will report directly to the Chief Executive Officer, currently Bradley Shuster. You will be based in the Company’s Emeryville, CA office. During your employment, you will be entitled to be paid an annual base salary at the rate of $350,000 per year, less applicable withholdings and deductions ("Annual Base Salary"), payable at times consistent with the Company's general policies regarding compensation of employees, as in effect from time to time. In addition, during your employment, you will be eligible to participate in any health and welfare benefit programs adopted and maintained by the Company for its employees, subject to the terms and limitations of the applicable plan and the Company's ability, in its sole discretion, at any time and from time to time, to change or terminate any of its employee benefit plans, programs or policies. Also, as an Executive Vice President, you will be eligible to participate in the Company’s perquisite program, as in effect from time to time, at the rate of $30,000 per year, less applicable withholdings and deductions, payable at times consistent with the Company's payroll practices, as in effect from time to time.

For calendar year 2014, the Company will pay to you a minimum bonus of $262,500, pro-rated based on the number of days from the Start Date through December 31, 2014 (“Minimum Guaranteed Bonus”), payable in accordance with the Company's customary practices with respect to the payment of bonuses. The Company currently expects to pay 2014 bonuses in the first quarter of 2015, but in no event later than March 15, 2015. Except as provided below upon certain qualifying terminations of employment, in order to receive the Minimum Guaranteed Bonus, you must be in an "active working status" at the time of bonus payment. For purposes of this letter, "active working status" means that you have not resigned (or given notice of your intention to resign) and have not been terminated for any reason (or been given notice of your termination).

With respect to calendar year 2015 and thereafter, you will be eligible to be awarded an annual discretionary cash bonus, with a target annual bonus opportunity of up to seventy-five-percent (75%) of your Annual Base Salary, less applicable withholdings and deductions (the "Discretionary Bonus"), payable in accordance with the Company's customary practices with respect to the payment of bonuses, as in effect from time to time. Any Discretionary Bonus will be determined by your supervisor, subject to approval by the Compensation Committee (the “Committee”) of the Company’s Board of Directors (the “Board”). Except as provided below upon certain qualifying terminations of employment, in order to receive a Discretionary Bonus, you must be in an "active working status" (as described above) at the time of bonus payment. For the avoidance of doubt, you will not be eligible to receive a Discretionary Bonus if you resign or if your employment is terminated for any reason at any time during the applicable year to which such Discretionary Bonus relates prior to the payment date of such Discretionary Bonus.

As soon as reasonably practicable following your Start Date, management will recommend to the Committee that you be granted equity-based awards in respect of Company stock under the Company’s 2014 Omnibus Incentive Plan (the “Plan”) with a grant date fair market value equivalent to approximately $300,000 (the “Sign-On Awards”). The proposed Sign-On Awards will consist of a combination of restricted stock or restricted stock units (as determined by the Committee in its sole discretion) and options, split approximately 25% and 75%, respectively, with such split determined by the Committee in its sole discretion. The number of shares of Company stock subject to the Sign-On Awards will be determined based on the Company’s stock price at the date of the grant, rounded down to the nearest share, with the grant date fair market value of any options to be determined based on the methodology and factors generally used by the Company. The terms and conditions of the Sign-On Awards, including the grant date, exercise price and vesting schedules will be set forth in the applicable award agreement and will be subject to the terms of the Plan, as amended from time to time. There can be no assurances that the Committee will approve all or any of the Sign-On Awards recommended by the Company's management.

Assuming that your job performance meets or exceeds management’s expectations, management will also recommend to the Committee at the next regular meeting when it considers annual employee equity awards that you be considered for an annual equity-based award in respect of Company stock. At this time, it is anticipated that the Committee will consider annual employee equity-based awards at its meeting scheduled for February 2015, but this may occur later in the year. The terms and conditions of any equity-based award, including the grant date, exercise price (if any) and vesting schedule(s) will be set forth in the applicable award agreement and will be subject to the terms of the Plan, as amended from time to time. There can be no assurances that the Committee will approve all or any equity-based awards recommended by the Company's management.

The Company offers a generous 25 days of Paid Time Off (PTO) per year. For 2014, you will be eligible for PTO on a pro-rated calendar year basis. Your PTO will begin to accrue on the Start Date.

If your employment with the Company is terminated without Cause (as defined in the Plan) within twelve months following a Change in Control (as defined in the Plan), you will be entitled to, subject to your execution and non-revocation of a release of claims in a form acceptable to the Company within 30 days of your termination of employment, a lump sum cash payment on the 45th day following the date of your termination of employment equal to the sum of (i) your earned Annual Base Salary through the date your employment terminates, to the extent not yet paid, (ii) any annual cash bonus payment earned for the completed calendar year prior to your date of termination (other than any deferred portion of an annual bonus, which will be paid in accordance with the applicable deferral arrangement), (iii) one and a half times the sum of your (A) Annual Base Salary in effect immediately prior to the termination of your employment, and (B) target Discretionary Bonus or Minimum Guaranteed Bonus, if applicable, in each case, as in effect immediately prior to the termination of your employment and (iv) any other vested amounts or benefits that the Company is required to pay or provide or for which you are eligible to receive under any plan, program, policy, practice, contract or agreement with the Company through the date of your termination of employment.

This offer is not a contract guaranteeing employment for any specific duration. Rather, your employment with the Company is on an at-will basis. As an at-will employee, both you and the Company have the right to terminate your employment at any time with or without cause. Similarly, nothing in this letter shall be construed as an agreement to pay you any compensation or grant you any benefit beyond the end of your employment with the Company.

Any amounts payable under this letter are intended to be exempt or excluded from the application of Section 409A of the Internal Revenue Code of 1986, as amended (“Section 409A”), or are otherwise intended to avoid the incurrence of tax penalties under Section 409A, and, with respect to amounts payable under this letter that are subject to Section 409A, this letter shall in all respects be administered in accordance with Section 409A. For purposes of Section 409A, any right to a series of payments under this letter agreement, if any, shall be treated as a right to a series of separate payments. In no event may you, directly or indirectly, designate the calendar year of payment of any amounts payable under this letter.

This letter shall be governed, construed, and interpreted under the laws of the State of California, without giving effect to any conflict of laws provisions.

This offer of employment is contingent upon the successful completion of the Company's pre-employment screening process, which includes reference checking and the background check required as an insurance company and by many of our vendors and customers. This background check will be initiated shortly before the Start Date, but may not be completed prior to the Start Date, and your employment and continued employment is contingent upon the successful completion of this process. The Company will determine, in its sole discretion, if you have successfully completed the process.

You agree to comply fully with all policies and procedures in effect for employees, including but not limited to, the Employee Handbook, the Business Conduct Policy and any other memoranda and communications applicable to you pertaining to policies, procedures, rules and regulations, as currently in effect and as may be amended from time to time.

The Immigration Reform and Control Act require employers to verify the employment eligibility and identity of new employees. You will be emailed a link to complete the online Employment Verification Form I-9 that you are required to complete as a condition of employment.

By accepting this offer, you represent that you are not bound by any employment contract, restrictive covenant or other restriction preventing you from entering into employment with or carrying out your responsibilities for the Company, or which is in any way inconsistent with the terms of this letter.

This letter constitutes the entire agreement between you and the Company regarding your employment with the Company and supersedes any and all oral or written employment or compensation agreements between you and the Company or its affiliates.

We are confident that your experience and abilities are going to have a significant impact on the Company and our growth prospects. We look forward to working with you in developing and growing the Company.

Please confirm acceptance of this offer by signing below and returning a signed copy of this letter to me. Please feel free to call if you have any questions.

Sincerely,

By: /s/ Bradley M. Shuster
Bradley M. Shuster
Chairman, President and Chief Executive Officer

I acknowledge receipt of this letter and I accept the position offered

Signature By: /s/ William J. Leatherberry    Date: July 11, 2014

**EXHIBIT 31.1**

**PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bradley M. Shuster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NMI Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

By: /s/ Bradley M. Shuster

Bradley M. Shuster
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

**EXHIBIT 31.2**

**PRINCIPAL FINANCIAL OFFICER'S CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn M. Farrell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NMI Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

By: /s/ Glenn M. Farrell

Glenn M. Farrell
Chief Financial Officer
(Principal Financial and Accounting Officer)

**EXHIBIT 32.1**

**CERTIFICATION OF CEO AND CFO PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of NMI Holdings, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2016

By: /s/ Bradley M. Shuster
Bradley M. Shuster
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: April 28, 2016

By: /s/ Glenn M. Farrell
Glenn M. Farrell
Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to NMI Holdings, Inc. and will be retained by NMI Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.