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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 7)*

NMI Holdings, Inc.
(Name of Issuer)

Class A common stock, \$0.01 par value per share
(Title of Class of Securities)

629209305
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAMES OF REPORTING PERSONS Oaktree Value Equity Holdings, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Calculated based upon 81,080,694 shares of Class A common stock ("Class A Shares") outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS Oaktree Capital Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS Atlas OCM Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS Oaktree Capital Group Holdings GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS Brookfield Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Ontario, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS BAM Partners Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Ontario, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(2) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

1	NAMES OF REPORTING PERSONS Brookfield Asset Management ULC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION British Columbia, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,682,823
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,682,823
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,823	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(3) Calculated based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

Item 1(a). Name of Issuer

NMI Holdings, Inc. (the “Issuer”)

Item 1(b). Address of the Issuer’s Principal Executive Offices

2100 Powell Street
Emeryville, California 94608

Item 2(a). Names of Persons Filing

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the “Reporting Persons”:

- (i) Oaktree Value Equity Holdings, L.P. (“VE Holdings”);
- (ii) Oaktree Capital Group, LLC (“OCG”);
- (iii) Atlas OCM Holdings LLC (“Atlas”);
- (iv) Oaktree Capital Group Holdings GP, LLC (“OCGH,” and together with each of the foregoing, the “Oaktree Reporting Persons”);
- (v) Brookfield Corporation (“Brookfield”);
- (vi) BAM Partners Trust (“BAM Partnership”); and
- (vii) Brookfield Asset Management ULC (“Brookfield ULC,” and together with BAM Partnership and Brookfield, the “Brookfield Reporting Persons”).

Item 2(b). Address of the Principal Business Office, or if none, Residence

The principal business address of each of the Oaktree Reporting Persons is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

The principal business address of each of the Brookfield Reporting Persons is Brookfield Place, 181 Bay Street, Suite 100, Toronto, Ontario, Canada M5J 2T3.

Item 2(c). Citizenship

See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Class A Common Stock, \$0.01 par value per share

Item 2(e). CUSIP Number

629209305

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a (n):

Not Applicable

Item 4. Ownership

- (a) **Amount beneficially owned:**
See responses to Item 9 on each cover page.
 - (b) **Percent of Class:**
See responses to Item 11 on each cover page.
 - (c) **Number of shares as to which the Reporting Person has:**
-

- (i) **Sole power to vote or to direct the vote:**
See responses to Item 5 on each cover page.
- (ii) **Shared power to vote or to direct the vote:**
See responses to Item 6 on each cover page.
- (iii) **Sole power to dispose or to direct the disposition of:**
See responses to Item 7 on each cover page.
- (iv) **Shared power to dispose or to direct the disposition of:**
See responses to Item 8 on each cover page.

VE Holdings is the direct holder of 4,682,823 Common Shares, constituting a beneficial ownership percentage of 5.8% based upon 81,080,694 Class A Shares outstanding as of October 31, 2023, as reported on the Issuer's Form 10-Q filed November 2, 2023.

Each of (i) OCG, in its capacity as an indirect manager of VE Holdings, (ii) Atlas, in its capacity as an indirect manager of VE Holdings, (iii) OCGH, in its capacity as the indirect owner of the class B units of each of OCG and Atlas, (iv) Brookfield, in capacity as the indirect owner of the class A units of each of OCG and Atlas, (v) BAM Partnership, in its capacity as the sole owner of Class B Limited Voting Shares of Brookfield, and (vi) Brookfield ULC, in its capacity as the beneficial owner of shares held by Atlas, may be deemed to beneficially own the reported securities.

The filing of this statement shall not be construed as an admission that any Reporting Person is, for the purpose of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2024

OAKTREE VALUE EQUITY HOLDINGS, L.P.

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

ATLAS OCM HOLDINGS, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

BROOKFIELD CORPORATION

By: /s/ Swati Mandava
Name: Swati Mandava
Title: Managing Director, Legal & Regulatory

BAM PARTNERS TRUST

By: BAM Class B Partners, Inc. its Trustee

By: /s/ Kathy Sarpash
Name: Kathy Sarpash
Title: Secretary

BROOKFIELD ASSET MANAGEMENT ULC

By: /s/ Kathy Sarpash

Name: Kathy Sarpash

Title: Managing Director, Legal & Regulatory

EXHIBIT LIST

Exhibit 1 Joint Filing Agreement, dated as of February 14, 2024

EXHIBIT 1

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A common stock, \$0.01 par value per share, of NMI Holdings, Inc. (this "Agreement"), is being filed, and all amendments thereto will be filed, by Oaktree Capital Group Holdings GP, LLC as designated filer on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 14, 2024

OAKTREE VALUE EQUITY HOLDINGS, L.P.

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

ATLAS OCM HOLDINGS, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Henry Orren
Name: Henry Orren
Title: Senior Vice President

BROOKFIELD CORPORATION

By: /s/ Swati Mandava
Name: Swati Mandava
Title: Managing Director, Legal & Regulatory

BAM PARTNERS TRUST

By: BAM Class B Partners, Inc. its Trustee

By: /s/ Kathy Sarpash

Name: Kathy Sarpash

Title: Secretary

BROOKFIELD ASSET MANAGEMENT ULC

By: /s/ Kathy Sarpash

Name: Kathy Sarpash

Title: Managing Director, Legal & Regulatory
