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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 23, 2017**

**NMI Holdings, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36174**  
(Commission  
File Number)

**45-4914248**  
(IRS Employer  
Identification No.)

**2100 Powell Street, 12th Floor, Emeryville, CA.**  
(Address of Principal Executive Offices)

**94608**  
(Zip Code)

**(855) 530-6642**  
(Registrant's Telephone Number, Including Area Code)

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Appointment of Director

Effective March 23, 2017 (the "Effective Date"), the Board of Directors (the "Board") of NMI Holdings, Inc. (the "Company") appointed Regina Muehlhauser to serve as a member of the Board, filling the existing vacancy. A copy of the press release announcing Ms. Muehlhauser's appointment is attached hereto as Exhibit 99.1. The Board has determined that Ms. Muehlhauser is independent under the listing standards of NASDAQ and, as of the Effective Date, appointed her to serve on the Company's Audit and Risk Committees.

Ms. Muehlhauser will participate in the Company's standard independent director compensation program. Pursuant to this program, Ms. Muehlhauser will be entitled to receive an annual cash retainer at the rate of \$70,000 for her service as a Board member (for 2017, prorated based upon her service in 2017) and an annual equity retainer at the rate of \$80,000 per annum in the form of restricted stock units, to be fully vested on the one year anniversary of the date of grant. Ms. Muehlhauser is subject to the Company's stock ownership guidelines. Under the current guidelines, the total value of all shares of common stock held by Ms. Muehlhauser must equal or exceed five times her annual cash retainer (the stock ownership threshold), and she is required to hold 50% of shares delivered by the Company upon vesting or exercise of equity awards granted under the Company's equity plans, until the applicable stock ownership threshold has been met.

Ms. Muehlhauser and the Company will also enter into the Company's standard indemnification agreement in the form included as Exhibit 10.1 to the Company's Form 8-K filed with the SEC on November 25, 2014.

The Company is not aware of any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K. Further, no arrangement or understanding exists between Ms. Muehlhauser and any other person pursuant to which Ms. Muehlhauser was selected as a director of the Company.

**Item 7.01 Regulation FD Disclosure.**

On March 27, 2017, the Company issued a press release announcing that effective March 23, 2017, Ms. Muehlhauser was appointed by the Board as an independent director of the Company. A copy of the press release is attached hereto as Exhibit 99.1. The information disclosed under this Item and the information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

99.1\* NMI Holdings, Inc. Press Release dated March 27, 2017.

\*Furnished herewith.

**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 hereunto duly authorized.

**NMI Holdings, Inc.**  
(Registrant)

Date: March 27, 2017    By: /s/ Nicole C. Sanchez  
Nicole C. Sanchez  
VP, Associate General Counsel

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1*	NMI Holdings, Inc. Press Release dated March 27, 2017

\*Furnished herewith.

**FOR IMMEDIATE RELEASE****NMI Holdings, Inc. Nominates Regina Muehlhauser to its Board of Directors**

EMERYVILLE, Calif., Mar. 27, 2017 -- NMI Holdings, Inc. (Nasdaq: NMIH), the parent company of National Mortgage Insurance Corp. (National MI), has nominated Regina Muehlhauser, 68, to its board of directors, filling a vacancy on the board, which remains at seven members. She will stand for election at the company's annual meeting of stockholders on May 11, 2017.

Ms. Muehlhauser is a seasoned banking executive with over 30 years of experience in wholesale real estate lending, administration, and treasury management services. She retired as president of Bank of America, San Francisco, a subsidiary of Bank of America Corporation (BAC), in 2004. Ms. Muehlhauser began her career at Wells Fargo Bank where she held a variety of client management and organizational leadership responsibilities within the real estate industries group, rising to senior vice president. She earned a bachelor's degree in political science from American University.

Brad Shuster, chairman and chief executive officer of National MI, said, "We are delighted to add Regina Muehlhauser to our strong board of directors. Her deep leadership experience in banking and real estate finance with two of the largest mortgage originators in the country makes her an ideal fit for National MI as we continue to lead the industry in growth of insurance-in-force."

**About NMI Holdings**

NMI Holdings, Inc. (NASDAQ: NMIH) is the parent company of National Mortgage Insurance Corporation (National MI), a U.S.-based, private mortgage insurance company enabling low down payment borrowers to realize home ownership while protecting lenders and investors against losses related to a borrower's default. To learn more, please visit [www.nationalmi.com](http://www.nationalmi.com).

**Cautionary Note Regarding Forward Looking Statements**

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements about future, not past, events and involve certain important risks and uncertainties, any of which could cause our actual results to differ materially from those expressed in our forward-looking statements. Forward-looking statements in this press release include, without limitation, statements regarding National MI's positioning for future performance. Any or all of our forward-looking statements in this press release may turn out to be inaccurate. More information about the risks, uncertainties and assumptions affecting National MI can be found in the risk factors and forward-looking statements cautionary language contained in our Annual Report on Form 10-K and in other filings made with the Securities and Exchange Commission. 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. 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. We do not undertake, and specifically disclaim, any obligation to revise any forward-looking statements to reflect the occurrence of future events or circumstances.

**Investor Contact**

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