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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

	020.
Estimated average burden	
hours per response:	0.5

	1 0	1*	2. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc.</u> [NMIH]		tionship of Reporting Perso all applicable)	()		
ş	C/O NMI HOLDINGS, INC. 100 POWELL STREET, 12TH FL. Street) EMERYVILLE CA 94608				Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2018		Officer (give title below)	Other (specify below)		
C/O NMI HOLD	INGS, INC.		00,0772010					
2100 POWELL STREET, 12TH FL.								
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable		
(Street)				X Form filed by One Reporting Person				
EMERYVILLE	CA	94608			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)						
(Street) EMERYVILLE CA 94608								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, f any Transaction Code (Instr.		4. Securities Disposed Of		. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Shares, \$0.01 par value per share	08/07/2018		S		15,000	D	\$21.7724 ⁽¹⁾	71,194 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			,												
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title Amouri Securi Underi Deriva Securi and 4)	nt of ties lying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The common stock was sold by the reporting person in a series of open market transactions on the transaction date, with a weighted average sale price of \$21.7724. The range of sale prices on the transaction date was \$21.75 to \$21.825. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.

2. Represents 66,271 class A common shares and 4,923 unvested restricted stock units.

Remarks:

/s/ Nicole C. Sanchez as

Attorney-in-Fact

08/07/2018

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.