

NMI HOLDINGS, INC.

Reported by
MATHIS PATRICK L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/14/17 for the Period Ending 02/10/17

Address	2100 POWELL STREET, 12TH FLOOR EMERYVILLE, CA 94608
Telephone	(855) 530-6642
CIK	0001547903
Symbol	NMIH
SIC Code	6351 - Surety Insurance
Industry	Property & Casualty Insurance
Sector	Financials
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * Mathis Patrick L (Last) (First) (Middle) C/O NMI HOLDINGS, INC., 2100 POWELL STREET, 12TH FL. (Street) EMERYVILLE, CA 94608 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NMI Holdings, Inc. [NMIH] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/10/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Risk Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Shares, \$0.01 par value per share	2/10/2017		F		9404 <u>(1)</u>	D	\$0 <u>(1)</u>	99420	D	
Class A Common Shares, \$0.01 par value per share	2/12/2017		F		1428 <u>(2)</u>	D	\$0 <u>(2)</u>	97992	D	
Class A Common Shares, \$0.01 par value per share	2/12/2017		M		3168 <u>(3)</u>	A	\$0	101160	D	
Class A Common Shares, \$0.01 par value per share	2/12/2017		F		1508 <u>(4)</u>	D	\$0	99652 <u>(5)</u>	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Restricted Stock Unit (right to receive)	\$0.0	2/12/2017		M		3168		<u>(3)</u>	<u>(3)</u>	Class A Common Shares, \$0.01 par value per share	3168.0	\$0	0	D	

Explanation of Responses:

- (1) Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on February 10, 2016 at a net settlement price equal to the closing stock price on February 10, 2017. Such restricted stock units vest in three equal annual installments beginning on February 10, 2017.
- (2) Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on February 12, 2015 at a net settlement price equal to the closing stock price on February 10, 2017. Such restricted stock units vest in three equal annual installments beginning on February 12, 2016.
- (3) Granted pursuant to the NMIH 2012 Stock Incentive Plan on February 12, 2014. The shares underlying these restricted stock units vest in three equal annual installments beginning on February 12, 2015.
- (4) Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units granted to the reporting person on February 12, 2014 at a net settlement price equal to the closing stock price on February 10, 2017.
- (5) Represents class 41,251 Class A common shares and 58,401 unvested restricted stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Mathis Patrick L C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL. EMERYVILLE, CA 94608			EVP, Chief Risk Officer	
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Signatures

/s/ Nicole C. Sanchez as Attorney-in-Fact

2/14/2017

^{**}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.

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