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NMI Holdings, In Form 4 May 12, 2014	ic.										
FORM 4	UNITED	STATES					GE COMI	MISSION	OMB A OMB	PPROVAL	987
Washington, D.C. 20549Check this box if no longer subject to Section 16.Form 4 or Form 5 obligations may continue. See Instruction 1(b).Statement See Instruction 									Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Respon	nses)										
1. Name and Address SCHEID STEVE	Symbol	er Name and oldings, I		_		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O NMI HOLDINGS, INC., 2100 POWELL STREET, 12TH FL.			3. Date of Earliest Transaction (Month/Day/Year) 05/08/2014				_X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Da Filed(Month/Day/Year EMERYVILLE, CA 94608			r) Applicable Line) _X_ Form filed by O Form filed by M			int/Group Filing(Check One Reporting Person Iore than One Reporting					
	State)	(Zip)					Persor				
1.Title of 2. Tra	insaction Date th/Day/Year)		ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Secu nAcquire Dispose (Instr. 3	rities ed (A) or ed of (D) 5, 4 and 5) (A) or	5. Amou Securitia Benefici Owned Followin Reported Transact (Instr. 3	int of 6. es Fo ially (I ng (I d tion(s)	, or Beneficia Ownership orm: Direct O) or Indirect) nstr. 4)	7. Nature of Indirect	
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	Pers info requ disp	sons who rmation co uired to res	respond to ontained in spond unle	tly. the collect this form a ess the forn d OMB cont	are not n	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (right to receive)	<u>(1)</u>	05/08/2014		А		4,940		<u>(1)</u>	05/08/2024	Class A Common Shares, \$0.01 par value per share	4,940

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHEID STEVEN C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL. EMERYVILLE, CA 94608	Х						
Signatures							
/s/Joy M. Benner as Attorney-in-Fact	05/12	2/2014					
** Signature of Reporting Person	D	ate					

Explanation of Responses:

- * 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).

Granted pursuant to the NMI Holdings, Inc. 2012 Stock Incentive Plan. The restricted stock unit award vests on May 8, 2015, based
 (1) generally on continued service. Each restricted stock unit represents a contingent right to receive one NMI Holdings, Inc. common share upon vesting and settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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