NMI Holdings, Inc. Form 4 May 15, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549 Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **OZANNE JAMES** 

(Last) (First) (Middle)

C/O NMI HOLDINGS, INC., 2100 POWELL STREET, 12TH FL.

(Street)

2. Issuer Name and Ticker or Trading Symbol

NMI Holdings, Inc. [NMIH]

3. Date of Earliest Transaction (Month/Day/Year)

05/11/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify Officer (give title

below) 6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

EMERYVILLE, CA 94608

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-L	Derivative	Secur	ities A	cquired, Dispose	d of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Restricted Stock Unit (right to receive)	05/11/2017		Code V	Amount 7,239 (1)	or	Price	Transaction(s) (Instr. 3 and 4) 84,706 (2)	(Instr. 4)	
Class A Common Shares, \$0.01 par value per share							10,000	I	By Susan A. Ozanne Family Trust, of which Mr. Ozanne and his wife are co-trustees

and

beneficiaries

Class A Common Shares, \$0.01 par value per

share

35,000 I By LLC (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr. 3 and 4	)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								A	•	
								Amoun	l	
						Date	Expiration	or Title Numbe		
						Exercisable	Date	Title Number of		
				Codo V	(A) (D)					
				Code V	(A) (D)			Shares		

## **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
Topolonia C march 1 march 2 march	Director	10% Owner	<b>Relationships</b> % Owner Officer	Other			
OZANNE JAMES C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL. EMERYVILLE, CA 94608	X						

### **Signatures**

/s/ Nicole C. Sanchez as 05/15/2017 Attorney-in-Fact

2 Reporting Owners

Date

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#### **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).
- (1) Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan on May 11, 2017. The restricted stock units vest on the first anniversary of the grant date.
- (2) Represents 67,467 class A common shares, 10,000 class A common shares held by the James H. Ozanne Revocable Trust, a living trust of which the reporting person is the sole trustee and sole beneficiary and 7,239 unvested restricted stock units.
- (3) The common stock is held by Greenrange Partners LLC, a venture capital investment company, for which the reporting person serves as principal. As a principal, the reporting person may be deemed to beneficially own the shares of stock held by Greenrange Partners LLC.

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.