Leatherberry William J Form 4 February 14, 2018

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

value per share

(Print or Type Responses)

1. Name and Address of Reporting Person * Leatherberry William J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NMI Holdings, Inc. [NMIH]

3. Date of Earliest Transaction

(Check all applicable)

C/O NMI HOLDINGS, INC., 2100

(Street)

(First)

(Middle)

(Month/Day/Year)

Director 10% Owner _X__ Officer (give title _ Other (specify

EVP, General Counsel

02/12/2018

below)

POWELL ST.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

EMERYVILLE, CA 94608

(City)	(State) (2	Zip) Table	e I - Non-De	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Form: Dire Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		•	
Class A Common			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)			
Shares, \$0.01 par value per share	02/12/2018		F	1,373 D \$0	153,324 (2)	D		
Class A Common Shares, \$0.01 par					10,000	I	By spouse.	

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

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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.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration	Title N			
						Exercisable	risable Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner rame, radices	

10% Owner Officer Other Director

Leatherberry William J C/O NMI HOLDINGS, INC. 2100 POWELL ST. EMERYVILLE, CA 94608

EVP, General Counsel

Signatures

/s/ Nicole C. Sanchez as 02/14/2018 Attorney-in-Fact

> **Signature of Reporting Person Date

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).
- 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 12, 2018. Such restricted stock units vest in three equal annual installments beginning on February 12, 2016.
- (2) Represents 92,836 class A common shares and 60,488 unvested restricted stock units.

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.

Reporting Owners 2

9. Ni Deriv Secu

Bene Own Follo Repo Trans (Insti

SEC 1474

(9-02)