## Edgar Filing: SHUSTER BRADLEY M - Form 4

	BRADLEY M											
Form 4 February 11	, 2019											
EODM A										OMB APPROVAL		
Check this box						N OMB Numbe	er:	5-0287				
if no longer STATEMENT OF CHA				NGES II	N RENI	FICL		VNFRSHIP O	Expires F	;: Janua	ary 31, 2005	
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Form 4 or				16(a) of	the Sec	mitical	Trahan	A = 1024	respons	•	0.5	
Form 5 obligations may continue. See Instruction 1(b). 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)											
SHUSTER BRADLEY M Symbol			er Name <b>a</b>			ing	5. Relationship of Reporting Person(s) to Issuer					
				loldings, of Earliest	_	_		(Check all applicable)				
			Day/Year)		on		_X_ Director 10% Owner					
C/O NMI HOLDINGS, INC., 2100 02/07/2 POWELL STREET 12TH FL.				2019				XOfficer (give titleOther (specify below) below) Executive Chairman				
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
EMERYV	ILLE, CA 94608								y More than O			
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivati	ve Secu	rities A	cquired, Disposed	l of, or Benef	icially Owne	ed	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			n Date, if	1				Securities Beneficially Owned Following	or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A)				Reported Transaction(s)	(I) (Instr. 4)			
				Code V	/ Amou	or nt (D)	Price	(Instr. 3 and 4)				
Class A Common Shares,	02/07/2019			F	3,937	D	<b>\$</b> 0	484,161	D			
\$0.01 par value per share	02/07/2019			-	<u>(1)</u>	D	ψŪ	101,101				
Class A Common Shares, \$0.01 par value per share	02/10/2019			F	35,26 (2)	<sup>6</sup> D	\$ 0	448,895 <u>(3)</u>	D			
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Class A Common Shares, \$0.01 par value per share				160,773	I		By Shu Family of whice Shuste his wiff co-trust and benefice	Trust, ch Mr. r and e are tees	
Reminder: Report on a separate line for each cl	Perso inform requir displa	icially owned directly or indirectly. Persons who respond to the collection information contained in this form and required to respond unless the form displays a currently valid OMB contro- number.				<b>e not</b> (9-02)			
	vative Securities Acq puts, calls, warrants				Owned				
1. Title of Derivative2.3. Transaction DateDerivative SecurityConversion or Exercise(Month/Day/Year)(Instr. 3)Price of Derivative Security	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners									
Reporting Owner Name / Address	Relationships								
Reporting of the France Francess	Director 10 <sup>4</sup>	% Owner	Officer	Oth	er				
SHUSTER BRADLEY M C/O NMI HOLDINGS, INC. 2100 POWELL STREET 12TH FL. EMERYVILLE, CA 94608	Х		Execu Chairm						
Signatures									
/s/ Nicole C. Sanchez as Attorney-in-Fact	02/11/2019								
**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
  (1) granted to the reporting person on February 7, 2018, at a net settlement price equal to the closing stock price on February 7, 2019. Such restricted stock units vest in three equal annual installments beginning on February 7, 2019.

Represents shares withheld by NMIH to satisfy withholding taxes due in connection with the vesting of certain restricted stock units(2) granted to the reporting person on February 10, 2016, at a net settlement price equal to the closing stock price on February 8, 2019. Such restricted stock units vested in three equal annual installments beginning on February 10, 2017.

(3) Represents 433,743 class A common shares and 15,152 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.