

Mathis Patrick L  
 Form 3  
 January 04, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mathis Patrick L		(Month/Day/Year)	NMI Holdings, Inc. [NMIH]	
(Last)	(First)	(Middle)	12/28/2018	
C/O NMI HOLDINGS, INC., Â 2100 POWELL STREET, 12TH FL.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EMERYVILLE, Â CA Â 94608			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Chief Operating Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Stock Unit (right to receive)	18,828 <sup>(1)</sup>	D	Â
Restricted Stock Unit (right to receive)	11,832 <sup>(2)</sup>	D	Â
Restricted Stock Unit (right to receive)	23,011 <sup>(3)</sup>	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â <u>(4)</u>	02/12/2025	Class A Common Shares, \$0.01 par value per share	20,700	\$ 8.5	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	02/09/2027	Class A Common Shares, \$0.01 par value per share	50,127	\$ 11.1	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/07/2028	Class A Common Shares, \$0.01 par value per share	21,965	\$ 18.7	D	Â

## 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	Â	Â	Â EVP, Chief Operating Officer	Â

## Signatures

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

01/04/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The remaining (1) shares underlying these restricted stock units vest on the third anniversary of the date of grant, which grant occurred on February 10, 2016.

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(2) Represents restricted stock units granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The remaining shares underlying these restricted stock units vest in equal annual installments on the second and third anniversaries of the date of grant, which grant occurred on February 9, 2017.

(3) Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan. The shares underlying these restricted stock units vest in equal annual installments on each of the first, second and third anniversaries of the date of grant, which grant occurred on February 7, 2018.

(4) Granted pursuant to the NMI Holdings, Inc. 2014 Omnibus Incentive Plan, as amended. The stock option award is fully vested and exercisable.

(5) Granted pursuant to the NMIH 2012 Stock Incentive Plan. The option vests in three equal annual installments on the first, second and third anniversaries of the date of grant, which grant occurred on February 9, 2017. The first installment of this grant is fully vested and exercisable.

(6) Granted pursuant to the NMIH 2012 Stock Incentive Plan. The option vests in three equal annual installments on the first, second and third anniversaries of the date of grant, which grant occurred on February 7, 2018.

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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