

SHUSTER BRADLEY M  
Form 4  
August 04, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
SHUSTER BRADLEY M

2. Issuer Name and Ticker or Trading Symbol  
NMI Holdings, Inc. [NMIH]

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)  
08/02/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

(Street)  
EMERYVILLE, CA 94608

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares, \$0.01 par value per share	08/02/2017		S <sup>(1)</sup>	30,000 D	\$ 11.7893 220,000 <sup>(2)</sup>	I	By Shuster Family Trust, of which Mr. Shuster and his wife are co-trustees and beneficiaries
Class A Common Shares, \$0.01 par	08/03/2017		S <sup>(1)</sup>	30,000 D	\$ 11.7744 190,000 <sup>(3)</sup>	I	By Shuster Family Trust, of which Mr. Shuster and

value per share

his wife are co-trustees and beneficiaries

Class A Common Shares, \$0.01 par value per share

08/04/2017

\$<sup>(1)</sup>

29,227 D

\$

11.8678

160,773

I

(4)

By Shuster Family Trust, of which Mr. Shuster and his wife are co-trustees and beneficiaries

Class A Common Shares, \$0.01 par value per share

471,165 <sup>(5)</sup> D

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
X CEO

SHUSTER BRADLEY M  
C/O NMI HOLDINGS, INC.  
2100 POWELL STREET 12TH FL.  
EMERYVILLE, CA 94608

## Signatures

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

08/04/2017

\_\_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).
- (1) As part of Mr. Shuster's personal investment and financial planning needs, including individual asset diversification, Mr. Shuster sold a total of 89,227 shares of NMI Holdings, Inc. He completed these sales over the past 3 days.  
  
The common stock was sold by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average sales price of \$11.7893. The range of sale prices on the transaction date was \$11.58 to \$12.01 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
  - (2) The common stock was sold by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average sales price of \$11.7744. The range of sale prices on the transaction date was \$11.65 to \$11.9250 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
  - (3) The common stock was sold by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average sales price of \$11.8678. The range of sale prices on the transaction date was \$11.75 to \$11.9750 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
  - (4) Represents 297,643 class A common shares and 173,522 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.