

SHUSTER BRADLEY M  
Form 4  
September 19, 2018

**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)  
09/17/2018

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class A Common Shares, \$0.01 par value per share | 09/17/2018                           |  | M                              |   | 150,000   | A  | \$ 10                             |
| Class A Common Shares, \$0.01 par value per share | 09/17/2018                           |  | F                              |   | 66,816  | D  | \$ 22.45                          |
|   |                                      |  |                                |   | 576,240   | D  |                                   |

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

09/18/2018

S 83,184 D 22.2275 493,056 <sup>(2)</sup> D  
(1)

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

160,773 I

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

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Stock Option (right to buy)                | \$ 10  | 09/17/2018                           |  | M                              | 150,000   | <sup>(3)</sup> 04/24/2022                                | Class A Common Shares, \$0.01 par value per share 150,000     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHUSTER BRADLEY M<br>C/O NMI HOLDINGS, INC.<br>2100 POWELL STREET 12TH FL. | X             |           | CEO     |       |

EMERYVILLE, CA 94608

## Signatures

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

09/19/2018

\_\_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).

- 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 sale price of \$22.2275. The range of sale prices on the transaction date was \$22.05 to \$22.40. The reporting person
- (1) 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) Represents 389,201 class A common shares and 103,855 unvested restricted stock units.
  - (3) The option award vested in full on April 24, 2015.

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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