

Norberg Julie
 Form 4
 March 19, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Norberg Julie

(Last) (First) (Middle)

C/O NMI HOLDINGS, INC, 2100
 POWELL ST., 12TH FL.

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Controller

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

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. Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 8)	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	03/15/2019		S		2,524	D	\$ 25.86 <u>(1)</u>
Class A Common Shares, \$0.01 par value per share	03/15/2019		S		4,738	D	\$ 25.86 <u>(2)</u>

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Class A Common Shares, \$0.01 par value per share	03/15/2019	F	<u>1,135</u> (3)	D	\$ 0	13,398	D
Class A Common Shares, \$0.01 par value per share	03/18/2019	S	2,147	D	\$ <u>26.17</u> (4)	11,251	D
Class A Common Shares, \$0.01 par value per share	03/15/2019	F	919 <u>(5)</u>	D	\$ 0	10,332	D
Class A Common Shares, \$0.01 par value per share	03/18/2019	S	1,737	D	\$ <u>26.17</u> (4)	8,595	D
Restricted Stock Unit (right to receive)	03/15/2019	A	<u>10,882</u> (6)	A	\$ 0	19,477 <u>(7)</u>	D

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

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(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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Norberg Julie C/O NMI HOLDINGS, INC 2100 POWELL ST., 12TH FL. EMERYVILLE, CA 94608			SVP, Controller	

Signatures

/s/ Nicole C. Sanchez as Attorney-in-Fact	03/19/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

To satisfy withholding taxes in connection with the vesting of certain restricted stock units granted to the reporting person on March 14, 2016, the common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$25.86. The range of sale prices on the transaction date was \$25.67 to \$26.01. 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. Such restricted stock units vested in full on March 14, 2019.

(1) The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$25.86. The range of sale prices on the transaction date was \$25.67 to \$26.01. 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) 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 March 15, 2017 at a net settlement price equal to the closing stock price on March 15, 2019. Such restricted stock units vest in three equal annual installments beginning on March 15, 2018.

(3) The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$26.17. The range of sale prices on the transaction date was \$26.03 to \$26.47. 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 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 March 15, 2018, at a net settlement price equal to the closing stock price on March 15, 2019. Such restricted stock units vest in three equal annual installments beginning on March 15, 2019.

(5) Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan on March 15, 2019. The restricted stock units vest in three equal annual installments beginning on March 15, 2020.

(6) Represents 19,477 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.