

NMI Holdings, Inc.  
Form 3/A  
April 25, 2014

# 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)

|                                                                                                                                                                                                                                                       |                                                                                       |                                                                                     |                                                                                                                                                                                                                                                                                                                              |                                                                               |                                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Sherwood John M Jr</p> <p>(Last) (First) (Middle)</p> <p>C/O NMI HOLDINGS, INC., Â 2100 POWELL STREET, 12TH FL.</p> <p>(Street)</p> <p>EMERYVILLE, Â CA Â 94608</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/07/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NMI Holdings, Inc. [NMIH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/07/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

| 1. Title of Security<br>(Instr. 4)                | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|---------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Class A Common Shares, \$0.01 par value per share | 45,225 <sup>(1)</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)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security | 4. Conversion<br>or Exercise | 5. Ownership<br>Form of | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|------------------------------|-------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|------------------------------|-------------------------|-------------------------------------------------------------|

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| Date<br>Exercisable | Expiration<br>Date | Title<br>(Instr. 4) | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|
|                     |                    |                     |                                  |                                    |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                                 |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer                         | Other |
| Sherwood John M Jr<br>C/O NMI HOLDINGS, INC.<br>2100 POWELL STREET, 12TH FL.<br>EMERYVILLE, CA 94608 | Ã             | Ã         | Ã Chief<br>Financial<br>Officer | Ã     |

## Signatures

/s/Joy M. Benner as  
Attorney-in-Fact  
04/25/2014  
\*\*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).
- (1) 3,000 shares were inadvertently omitted from the reporting person's original Form 3 due to an administrative error.  
Ã

### Remarks:

ExhibitÃ List:Ã ExhibitÃ 24Ã -Ã PowerÃ ofÃ Attorney

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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