

SHUSTER BRADLEY M  
Form 4  
September 06, 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)  
09/04/2018

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 | 09/04/2018                           |                                                    | M                              |                                                                   | 150,000                                                                                       | A                                                        | \$ 10                             |
| Class A Common Shares, \$0.01 par value per share | 09/04/2018                           |                                                    | F                              |                                                                   | 68,028                                                                                        | D                                                        | \$ 22.05                          |
|                                                   |                                      |                                                    |                                |                                                                   | 643,056                                                                                       | D                                                        |                                   |
|                                                   |                                      |                                                    |                                |                                                                   | 575,028                                                                                       | D                                                        |                                   |

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|                                                                  |            |   |        |   |                             |         |   |
|------------------------------------------------------------------|------------|---|--------|---|-----------------------------|---------|---|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value per<br>share | 09/05/2018 | S | 70,598 | D | \$<br>21.2752<br><u>(1)</u> | 504,430 | D |
|------------------------------------------------------------------|------------|---|--------|---|-----------------------------|---------|---|

|                                                                  |            |   |        |   |                             |                        |   |
|------------------------------------------------------------------|------------|---|--------|---|-----------------------------|------------------------|---|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value per<br>share | 09/06/2018 | S | 11,374 | D | \$<br>21.0502<br><u>(2)</u> | 493,056 <sup>(3)</sup> | D |
|------------------------------------------------------------------|------------|---|--------|---|-----------------------------|------------------------|---|

|                                                                  |  |  |  |  |  |         |   |                                                                                                                   |
|------------------------------------------------------------------|--|--|--|--|--|---------|---|-------------------------------------------------------------------------------------------------------------------|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value per<br>share |  |  |  |  |  | 160,773 | I | By Shuster<br>Family Trust,<br>of which Mr.<br>Shuster and<br>his wife are<br>co-trustees<br>and<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4)      |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title Amount or<br>Number of<br>Shares                                   |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10                                                              | 09/04/2018                              |                                                             | M                                    | 150,000                                                                                                   | <u>(4)</u> 04/24/2022                                          | Class A<br>Common<br>Shares,<br>\$0.01 par<br>value per<br>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.<br>EMERYVILLE, CA 94608 | X             |           | CEO     |       |

## Signatures

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

09/06/2018

\*\*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).

(1) 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 \$21.2752. The range of sale prices on the transaction date was \$20.75 to \$22.15 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 sale price of \$21.0502. The range of sale prices on the transaction date was \$21.05 to \$21.075. 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) Represents 389,201 class A common shares and 103,855 unvested restricted stock units.

(4) 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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