OZANNE JAMES

Form 4 May 14, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **OZANNE JAMES**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) NMI Holdings, Inc. [NMIH]

(Check all applicable)

C/O NMI HOLDINGS, INC., 2100

(Street)

(State)

(Zip)

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

_X__ Director Officer (give title

10% Owner Other (specify

POWELL STREET, 12TH FL.

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

05/10/2018

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

EMERYVILLE, CA 94608

						,	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	

(A) or

Transaction(s) (Instr. 4)

Code V Amount (D) Price (Instr. 3 and 4)

Restricted Stock Unit

(City)

05/10/2018

4,923 Α

\$0 89,629 (2)

D

receive) Class A

(right to

I 10,000 By Susan A.

Common Shares,

Ozanne Family Trust,

of which Mr. Ozanne and his wife are co-trustees

and

\$0.01 par value per share

beneficiaries

Class A Common Shares, \$0.01 par value per

share

35,000 I By LLC (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
Derivative				Securities			(Instr. 3 and 4)		Own
Security				Acquired					Follo
				(A) or					Repo
				Disposed					Trans
				of (D)					(Instr
				(Instr. 3,					
				4, and 5)					
							Amount		
					Date	Expiration			
					Exercisable	Date			
			Code V	(A) (D)					
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Instr. 8) Derivative Security Execution Date, if any Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Month/Day/Pear) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Price of Privative Security Securities Se	Conversion of Exercise any Code of (Month/Day/Year) Underlying Securities Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Securities Ramount of (Month/Day/Year) Underlying Securities Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Month/Day/Year) Underlying Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount of Month/Day/Year) Underlying Securities (Instr. 3 and 4) Amount of Date Expiration Title Amount of Amount of Date Expiration Title Amount of Number of	Conversion (Month/Day/Year) Execution Date, if TransactivNumber or Exercise any Code of (Month/Day/Year) Underlying Security Securities (Instr. 8) Derivative Securities (Instr. 5) Derivative Security Securities (Instr. 5) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Underlying Securities (Instr. 5) Instr. 5 (Instr. 3) and 4) Amount of Derivative Security Securities (Instr. 5) Instr. 5 (Instr. 5) Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date (Instr. 6) Amount of Derivative Security Securities (Instr. 5) Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date) Date (Instr. 6) Number of Number of

Reporting Owners

Reporting Owner Name / Address	Relationships					
topoloning of their realizable state of	Director	10% Owner	Officer	Other		
OZANNE JAMES C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL. EMERYVILLE, CA 94608	X					

Signatures

/s/ Nicole C. Sanchez as 05/14/2018 Attorney-in-Fact

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Represents restricted stock units granted pursuant to the NMIH Amended and Restated 2014 Omnibus Incentive Plan on May 10, 2018. The restricted stock units grant on the first anniversary of the grant date.
- (2) Represents 74,706 class A common shares, 10,000 class A common shares held by the James H. Ozanne Revocable Trust, a living trust of which the reporting person is the sole trustee and sole beneficiary and 4,923 unvested restricted stock units.
- The common stock is held by Greenrange Partners LLC, a venture capital investment company, for which the reporting person serves as principal. As a principal, the reporting person may be deemed to be beneficially own the shares of stock held by Greenrange Partners LLC.

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.