

NMI Holdings, Inc.
Form 4
August 07, 2015

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 *
Osmon John Brandon

(Last) (First) (Middle)

C/O NMI HOLDINGS, INC., 2100
POWELL STREET, 12TH FLOOR

(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)

08/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Footnotes (1)(2)

6. Individual or Joint/Group Filing(Check Applicable Line)

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. 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares, \$0.01 par value per share	08/05/2015		P	1,500,000 A	\$ 8.25 6,996,500	I	See Footnote (1) (2)
Class A Common Shares, \$0.01 par value per share	08/06/2015		P	365,000 A	\$ 8.61 (3) 7,361,500	I	See Footnote (1) (2)

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Class A Common Shares, \$0.01 par value per share	08/07/2015	P	10,000	A	\$ 8.77 (4)	7,371,500	I	See Footnote (1) (2)
Class A Common Shares, \$0.01 par value per share						24,362	D	

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osmon John Brandon C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FLOOR EMERYVILLE, CA 94608	X	X		See Footnotes (1)(2)
HAYMAN CAPITAL MANAGEMENT, L.P. 2101 CEDAR SPRINGS ROAD, SUITE 1400 DALLAS, TX 75201		X		

Hayman Investments LLC
2101 CEDAR SPRINGS ROAD, SUITE 1400
DALLAS, TX 75201

X

Bass J Kyle
C/O HAYMAN INVESTMENTS, L.L.C.
2101 CEDAR SPRINGS ROAD, SUITE 1400
DALLAS, X1 75201

X

Signatures

[HAYMAN CAPITAL MANAGEMENT, L.P., by Hayman Investments, L.L.C. its General Partner, by Christopher Kirkpatrick as General Counsel]	08/07/2015
__Signature of Reporting Person	Date
[HAYMAN INVESTMENTS, L.L.C., by Christopher Kirkpatrick as General Counsel]	08/07/2015
__Signature of Reporting Person	Date
[J. KYLE BASS]	08/07/2015
__Signature of Reporting Person	Date
[JOHN BRANDON OSMON]	08/07/2015
__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).

Mr. Osmon is a managing director of Hayman Capital Management, L.P. ("Hayman Capital Management"). Hayman Capital Management acts as an investment adviser to, and manages investment and trading accounts of, other persons, including Hayman Capital Master Fund, L.P. ("HCMF"). Hayman Investments, L.L.C. ("Hayman Investments") is the general partner of Hayman Capital

(1) Management. Mr. Bass is the managing member of Hayman Investments. In the foregoing capacities, Hayman Capital Management, Hayman Investments and Mr. Bass may be deemed to beneficially own securities beneficially owned by Hayman Capital Management. In connection with Mr. Osmon's employment by Hayman Capital Management, HCMF may be deemed to beneficially own securities of the Issuer beneficially owned by Mr. Osmon.

(2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest in such securities, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

(3) The common stock was purchased by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average purchase price of \$8.6125. The range of purchase prices on the transaction date was \$8.75 to \$8.25 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 purchased at each price.

(4) The common stock was purchased by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average purchase price of \$8.7667. The range of purchase prices on the transaction date was \$9.21 to \$8.72 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 purchased at each price.

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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