

NMI Holdings, Inc.  
Form POS AM  
August 21, 2015

As filed with the Securities and Exchange Commission on August 21, 2015  
Registration No. 333-189507

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

POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
NMI HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	6351	45-4914248
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
	2100 Powell Street, 12th Floor Emeryville, CA 94608 (855) 530-6642	

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William J. Leatherberry  
EVP, General Counsel  
2100 Powell Street, 12th Floor  
Emeryville, CA 94608  
(510) 858-0410

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

David E. Shapiro, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000  
Facsimile: (212) 403-2000

Approximate date of commencement of proposed sale to the public: This Post-Effective Amendment is being filed to deregister all of the unsold securities previously registered under the Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

On June 21, 2013, NMI Holdings, Inc. (the “Company”) filed a registration statement on Form S-1 with the Securities and Exchange Commission (SEC), Registration Number 333-189507, as amended by Amendment No. 1 to Form S-1 filed on August 9, 2013, Amendment No. 2 to Form S-1 filed on September 11, 2013, Amendment No. 3 to Form S-1 filed on November 19, 2013 and Amendment No. 4 to Form S-1 filed on December 3, 2013 (collectively the “Registration Statement”), to register the resale by the selling stockholders named in the Registration Statement of 51,101,434 shares of Class A common stock of the Company (the “Common Stock”). The Registration Statement was declared effective on December 6, 2013.

The Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the shares of Common Stock that have not been sold pursuant to the Registration Statement as of the date hereof, because the Company’s contractual obligation to maintain the effectiveness of the Registration Statement has expired. Pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the shares of Common Stock being registered which remain unsold, the Company hereby amends the Registration Statement to remove from registration the shares of Common Stock covered by the Registration Statement which remain unsold.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, State of California, on August 21, 2015.

NMI HOLDINGS, INC.  
(Registrant)

By: /s/ Bradley M. Shuster  
Name: Bradley M. Shuster  
Title: Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Bradley M. Shuster Bradley M. Shuster	Chairman and Chief Executive Officer (Principal Executive Officer)	August 21, 2015
/s/ Glenn M. Farrell Glenn M. Farrell	Chief Financial Officer (Principal Financial and Accounting Officer)	August 21, 2015
* Steven L. Scheid	Director	August 21, 2015
* James G. Jones	Director	August 21, 2015
* John Brandon Osmon	Director	August 21, 2015
* Michael Montgomery	Director	August 21, 2015
* Michael Embler	Director	August 21, 2015
* James H. Ozanne	Director	August 21, 2015

\* By: /s/ Bradley M. Shuster  
Bradley M. Shuster  
Attorney-in-Fact