
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

(State or other jurisdiction of
incorporation or organization)

6351

(Primary Standard Industrial
Classification Code Number)

45-4914248

(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:

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.

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

Accelerated Filer

Non-accelerated filer *(Do not check if a smaller reporting company)*

Smaller reporting company

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.

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

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:

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

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