

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mathis Patrick L</u> (Last) (First) (Middle) C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL. (Street) EMERYVILLE CA 94608 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NMI Holdings, Inc. [NMIH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X EVP, Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares, \$0.01 par value per share	02/16/2022		M		16,709	A	\$11.1	57,532	D	
Class A Common Shares, \$0.01 par value per share	02/16/2022		M		21,965	A	\$18.7	79,497	D	
Class A Common Shares, \$0.01 par value per share	02/16/2022		M		17,819	A	\$22.19	97,316	D	
Class A Common Shares, \$0.01 par value per share	02/16/2022		S		56,493	D	\$26.0628 ⁽¹⁾	40,823 ⁽²⁾	D	
Class A Common Shares, \$0.01 par value per share	02/16/2022		S		12,000	D	\$26.15 ⁽³⁾	28,823 ⁽⁴⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$11.1	02/16/2022		M			16,709	(5)	02/09/2027	Class A Common Shares, \$0.01 par value per share	16,709	\$0	0	D	
Stock Option (right to buy)	\$18.7	02/16/2022		M			21,965	(6)	02/07/2028	Class A Common Shares, \$0.01 par value per share	21,965	\$0	0	D	
Stock Option (right to buy)	\$22.19	02/16/2022		M			17,819	(7)	02/13/2029	Class A Common Shares, \$0.01 par value per share	17,819	\$0	0	D	

Explanation of Responses:

- The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$26.0628. The reporting person undertakes to provide, upon request by SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- Represents 25,881 class A common shares and 14,942 unvested restricted stock units.
- The common stock was sold by the reporting person in a series of open market transactions on the transaction date at a weighted average sale price of \$26.15. The reporting person undertakes to provide, upon request by SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
- Represents 13,881 class A common shares and 14,942 unvested restricted stock units.
- The option vested in full on February 9, 2020.
- The option vested in full on February 7, 2021.
- The option vested in full on February 13, 2022.

Remarks:

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.