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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) May 10, 2016**

**NMI Holdings, Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction  
of Incorporation)**

**001-36174**  
**(Commission  
File Number)**

**45-4914248**  
**(IRS Employer  
Identification No.)**

**2100 Powell Street, 12th Floor, Emeryville, CA.**  
**(Address of Principal Executive Offices)**

**94608**  
**(Zip Code)**

**(855) 530-6642**  
**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02(b).** Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 10, 2016, John Brandon Osmon resigned from the Board of Directors of NMI Holdings, Inc. (the "Company"), effective as of May 10, 2016. In accordance with the Company's bylaws, the Board of Directors will fill the vacancy created by Mr. Osmon's resignation in due course.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NMI Holdings, Inc.**  
(Registrant)

Date: May 10, 2016    By: /s/ Nicole C. Sanchez  
Nicole C. Sanchez  
VP, Assistant General Counsel