
**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): February 11, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01	NMIH	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

Effective February 11, 2021 (the "Effective Date"), the Board of Directors (the "Board") of NMI Holdings, Inc. (the "Company") expanded the Board to ten members and appointed Priya Huskins as an independent director of the Company. A copy of the press release announcing Ms. Huskins' appointment is attached hereto as Exhibit 99.1. The Board has determined that Ms. Huskins is independent under the listing standards of NASDAQ and, as of the Effective Date, appointed her to serve on the Company's Compensation and Governance and Nominating Committees.

Ms. Huskins will participate in the Company's standard independent director compensation program. Pursuant to this program, Ms. Huskins will be entitled to receive an annual cash retainer at the rate of \$80,000 for her service as a Board member (for 2021, prorated based upon her service in 2021) and an annual equity retainer at the rate of \$120,000 per annum in the form of restricted stock units ("RSUs"), to be fully vested on the one year anniversary of the date of grant. In addition, Ms. Huskins will be entitled to receive an additional RSU grant with a grant date fair value of \$120,000, to be vested in equal installments on each of the second and third anniversaries of the date of grant. Ms. Huskins is subject to the Company's stock ownership guidelines. Under the current guidelines, the total value of all shares of common stock held by Ms. Huskins must equal or exceed five times her annual cash retainer (the stock ownership threshold), and she is required to hold 50% of shares delivered by the Company upon vesting or exercise of equity awards granted under the Company's equity plans, until the applicable stock ownership threshold has been met.

Ms. Huskins and the Company will also enter into the Company's standard indemnification agreement in the form included as Exhibit 10.1 to the Company's Form 8-K filed with the SEC on November 25, 2014.

The Company is not aware of any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K. Further, no arrangement or understanding exists between Ms. Huskins and any other person pursuant to which Ms. Huskins was selected as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On February 11, 2021, the Company issued a press release announcing that effective February 11, 2021, Ms. Huskins was appointed by the Board as an independent director of the Company. A copy of the press release is attached hereto as Exhibit 99.1.

The information disclosed under this Item and the information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1* [NMI Holdings, Inc. Press Release dated February 11, 2021.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

*Furnished herewith.

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: February 11, 2021 By: /s/ Nicole C. Sanchez
Nicole C. Sanchez
VP, Associate General Counsel

NMI Holdings, Inc. Appoints Priya Huskins to Board of Directors

EMERYVILLE, Calif., Feb. 11, 2021 -- NMI Holdings, Inc., (NASDAQ:NMIH), the parent company of National Mortgage Insurance Corporation (National MI), announced today that Priya Huskins has been appointed as an independent member of its Board of Directors.

“We are delighted to welcome Priya to National MI’s Board,” said Bradley Shuster, Executive Chairman and Chairman of the Board of National MI. “As National MI continues to invest for future growth, Priya’s proven track record of executive leadership and extensive board experience will be invaluable. I am confident that her deep knowledge of the insurance industry and broad expertise will complement and enhance our already strong and diverse Board.”

Ms. Huskins is currently Senior Vice President and partner at Woodruff-Sawyer & Co., a commercial insurance brokerage firm, where she also serves as a member of its Board of Directors. Prior to joining Woodruff-Sawyer & Co., Ms. Huskins was a corporate attorney with the law firm of Wilson Sonsini Goodrich & Rosati. Ms. Huskins is a director of Realty Income Corporation, a publicly traded commercial REIT, where she serves as chair of its compensation committee and as a member of its nominating and corporate governance committee. She earned her undergraduate degree from Harvard College and a Juris Doctorate from the University of Chicago Law School.

About NMI Holdings, Inc.

NMI Holdings, Inc. (NASDAQ: NMIH) is the parent company of National Mortgage Insurance Corporation, a U.S.-based, private mortgage insurance company enabling low down payment borrowers to realize home ownership while protecting lenders and investors against losses related to a borrower's default. To learn more, please visit www.nationalmi.com.

Cautionary Note Regarding Forward Looking Statements

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements about future, not past, events and involve certain important risks and uncertainties, any of which could cause our actual results to differ materially from those expressed in our forward-looking statements. Forward-looking statements in this press release include, without limitation, statements regarding National MI’s positioning for its future performance. We do not undertake, and specifically disclaim, any obligation to revise any forward-looking statements to reflect the occurrence of future events or circumstances.

Investor Contact

Investor Contact

John M. Swenson Vice President, Investor Relations and Treasury

john.swenson@nationalmi.com

(510) 788-8417