Mulieri Timothy M Form 4 January 03, 2019

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Mulieri Timothy M

> (First) (Middle)

12110 SUNSET HILLS ROAD, SUITE 600

RESTON, VA 21090

(Street)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading Symbol

NII HOLDINGS INC [NIHD]

3. Date of Earliest Transaction (Month/Day/Year) 01/02/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

Code V Amount (D) Price

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

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 control number.

Issuer

below)

Person

5. Amount of

Securities

Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

Beneficially

Director

Applicable Line)

X_ Officer (give title

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

1

De

Sec

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Corporate Controller

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

0.5

10% Owner

Other (specify

7. Nature of

Ownership

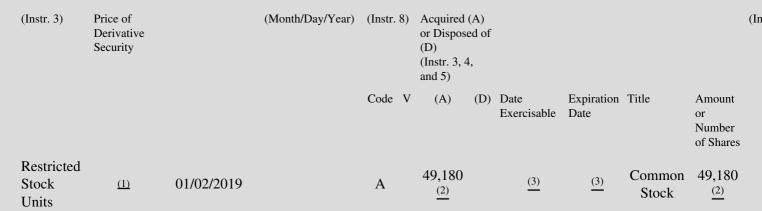
(Instr. 4)

SEC 1474

(9-02)

Indirect

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mulieri Timothy M 12110 SUNSET HILLS ROAD SUITE 600 RESTON, VA 21090

VP, Corporate Controller

Signatures

/s/ Shana C. Smith, Attorney-In-Fact 01/03/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock or cash equal to the fair market value thereof.
- (2) The grant date fair market value is equal to the target bonus for this participant under the 2019 cash bonus program. This grant was made in connection with the reduction of the eligible cash bonus for this participant under the 2019 cash bonus program of an equal amount.
- (3) This restricted stock grant will vest as follows: 50% on August 15, 2019 and 50% on March 15, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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