Truzinski David Paul Form 3/A May 02, 2013

### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** Number:

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**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. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NII HOLDINGS INC [NIHD] A Truzinski David Paul (Month/Day/Year) 02/27/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1875 EXPLORER STREET, 03/08/2013 (Check all applicable) **SUITE 1000** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting EVP, Chief Information Officer Person RESTON, VAÂ 20190 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock (1) 4,359 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership
		(Instr. 4)	FIICE OI	Derivative	(Instr. 5)
		Title	Derivative	Security:	
			Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to purchase) (2)	01/23/2013	01/23/2022	Common Stock	10,000	\$ 19.37	D	Â
Stock Option (right to purchase) (3)	04/24/2013	04/24/2022	Common Stock	16,902	\$ 18.85	D	Â
Restricted Stock Units (4)	04/24/2013	(4)	Common Stock	7,110	\$ <u>(4)</u>	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Truzinski David Paul 1875 EXPLORER STREET, SUITE 1000 RESTON, VA 20190	Â	Â	EVP, Chief Information Officer	Â	

# **Signatures**

Shana C. Smith Attorney-in-Fact 05/02/2013

\*\*Signature of Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The amount of securities beneficially owned reported on this column 2 of Table I includes 1,666 shares of restricted stock that vest on January 23, 2014; and 1,667 shares of restricted stock that vest on January 23, 2015.
- (2) The stock option grant vested/vest over three years, as follows: 33-1/3% on January 23, 2013; 33-1/3% on January 23, 2014; and 33-1/3% on January 23, 2015.
- (3) The stock option grant vested/vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.
- (4) The restricted stock unit grant vested/vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015. Each restricted stock unit represents the right to receive one share of common stock or a cash payment.

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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