

NII HOLDINGS INC
Form 4
June 01, 2016

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
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Aurelius Capital Management, LP

(Last) (First) (Middle)

535 MADISON AVENUE, 22ND
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NII HOLDINGS INC [NIHD]

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

05/27/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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
Common Stock, par value \$0.001 ("Common Stock")	05/27/2016		S		5,000,000	D	\$ 3.75
					8,635,623	I	

See
footnotes
(1) (2)

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.**

SEC 1474
(9-02)

Edgar Filing: NII HOLDINGS INC - Form 4

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aurelius Capital Management, LP 535 MADISON AVENUE 22ND FLOOR NEW YORK, NY 10022		X		
ACP Master, Ltd. C/O GLOBEOP FINCL SERVICES (CAYMAN) LTD 45 MARKET ST, GARDENIA CT, CAMANA BAY GRAND CAYMAN, E9 KY1-9003		X		
Aurelius Capital Master, Ltd. C/O GLOBEOP FINCL SERVICES (CAYMAN) LTD 45 MARKET ST, GARDENIA CT, CAMANA BAY GRAND CAYMAN, E9 KY1-9003		X		
Aurelius Convergence Master, Ltd. C/O GLOBEOP FINCL SERVICES (CAYMAN) LTD 45 MARKET ST, GARDENIA CT, CAMANA BAY GRAND CAYMAN, E9 KY1-9003		X		
Aurelius Investment, LLC C/O AURELIUS CAPITAL MANAGEMENT, LP 535 MADISON AVENUE, 22ND FL NEW YORK, NY 10022		X		
Brodsky Mark D. C/O AURELIUS CAPITAL MANAGEMENT, LP 535 MADISON AVENUE, 22ND FL NEW YORK, NY 10022		X		

Signatures

ACP MASTER, LTD., By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity, By: /s/ Dan Gropper, Managing Director	06/01/2016
__Signature of Reporting Person	Date
AURELIUS CAPITAL MASTER, LTD., By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity, By: /s/ Dan Gropper, Managing Director	06/01/2016
__Signature of Reporting Person	Date
AURELIUS CONVERGENCE MASTER, LTD., By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity, By: /s/ Dan Gropper, Managing Director	06/01/2016
__Signature of Reporting Person	Date
AURELIUS INVESTMENT, LLC, By: Aurelius Capital Management, LP, solely as manager and not in its individual capacity, By: /s/ Dan Gropper, Managing Director	06/01/2016
__Signature of Reporting Person	Date
AURELIUS CAPITAL MANAGEMENT, LP, By: /s/ Dan Gropper, Managing Director	06/01/2016
__Signature of Reporting Person	Date
MARK D. BRODSKY, By: /s/ Mark D. Brodsky	06/01/2016
__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) The shares of Common Stock to which this Form 4 relates are directly held by (i) ACP Master, Ltd., a Cayman Islands exempted company; (ii) Aurelius Capital Master, Ltd., a Cayman Islands exempted company; (iii) Aurelius Convergence Master, Ltd., a Cayman Islands exempted company; and (iv) Aurelius Investment, LLC, a Delaware limited liability company, which is owned by ACP Master, Ltd., Aurelius Capital Master, Ltd. and Aurelius Convergence Master, Ltd.
- (2) Aurelius Capital Management, LP serves as the investment manager or manager to ACP Master, Ltd., Aurelius Capital Master, Ltd., Aurelius Convergence Master, Ltd. and Aurelius Investment, LLC. Mark D. Brodsky serves as the Senior Managing Member of Aurelius Capital Management GP, LLC, which is the general partner of Aurelius Capital Management, LP.

Remarks:

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Re

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.