

NII HOLDINGS INC  
Form SC 13G  
January 22, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

NII Holdings, Inc.  
(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share  
(Title of Class of Securities)

62913F508  
(CUSIP Number)

September 28, 2017  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP  
No 62913F508

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Exile  
Advantage  
Fund LP

CHECK THE  
APPROPRIATE  
2. BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

5,500,000

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

5,500,000

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,500,000

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

5.47%

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

PN

CUSIP  
No 62913F508

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Exile  
Partners  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

5. NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

SOLE  
VOTING

POWER

0

SHARED

6. VOTING  
POWER

5,500,000

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

5,500,000

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,500,000

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED

11. BY  
AMOUNT  
IN ROW (9)

5.47%

TYPE OF  
REPORTING  
12. PERSON  
(SEE  
INSTRUCTIONS)

OO



CUSIP  
No 62913F508

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

Exile Capital  
Management LP

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

CITIZENSHIP OR  
4. PLACE OF  
ORGANIZATION

Delaware

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

6. SHARED VOTING  
POWER

5,500,000

SOLE  
7. DISPOSITIVE  
POWER

0

SHARED  
8. DISPOSITIVE  
POWER

5,500,000

AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,500,000

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
10. (9) EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)

PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9)

5.47%

TYPE OF  
REPORTING  
12. PERSON (SEE  
INSTRUCTIONS)

PN

CUSIP  
No 62913F508

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

Leon Wagner

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

CITIZENSHIP OR  
4. PLACE OF  
ORGANIZATION

United States

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

6. SHARED VOTING  
POWER

6,764,385

SOLE  
7. DISPOSITIVE  
POWER

0

SHARED  
8. DISPOSITIVE  
POWER

6,764,385

AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

6,764,385

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
10. (9) EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)

PERCENT OF  
CLASS  
11. REPRESENTED  
BY AMOUNT IN  
ROW (9)

6.73%

TYPE OF  
REPORTING  
12. PERSON (SEE  
INSTRUCTIONS)

IN

CUSIP  
No 62913F508

NAME OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Joshua Press

CHECK  
THE  
APPROPRIATE  
BOX IF A  
2. MEMBER  
OF A  
GROUP  
(SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

United  
States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

- SOLE  
5. VOTING  
POWER  
  
3,129,198
- SHARED  
6. VOTING  
POWER  
  
6,764,385
- SOLE  
7. DISPOSITIVE  
POWER  
  
3,129,198
- SHARED  
8. DISPOSITIVE  
POWER  
  
6,764,385
- AGGREGATE  
AMOUNT  
BENEFICIALLY  
9. OWNED  
BY EACH  
REPORTING  
PERSON  
  
9,893,583
- CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
10. IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)
11. PERCENT  
OF CLASS  
REPRESENTED

BY  
AMOUNT  
IN ROW (9)

9.85%

TYPE OF  
REPORTING  
12.PERSON  
(SEE  
INSTRUCTIONS)

IN

CUSIP No 62913F508

Item 1. (a). Name of Issuer:

NII Holdings, Inc.

(b). Address of Issuer's Principal Executive Offices:

1875 Explorer Street, Suite 800

Reston, Virginia 20190

Item 2. (a). Name of Person Filing:

Exile Advantage Fund LP

Exile Partners LLC

Exile Capital Management LP

Leon Wagner

Joshua Press

(b). Address of Principal Business Office, or if None, Residence:

Exile Advantage Fund LP

600 Madison Ave

24th Floor

New York, NY 10022

Exile Partners LLC

600 Madison Ave

24th Floor

New York, NY 10022

Exile Capital Management LP

600 Madison Ave

24th Floor

New York, NY 10022



Leon Wagner  
c/o Exile Capital Management LP  
600 Madison Ave  
24th Floor  
New York, NY 10022

Joshua Press  
c/o Exile Capital Management LP  
600 Madison Ave  
24th Floor  
New York, NY 10022

(c). Citizenship:

Exile Advantage Fund LP- Delaware Limited Partnership

Exile Partners LLC- Delaware Limited Liability Company

Exile Capital Management LP- Delaware Limited Partnership

Leon Wagner- United States Citizen

Joshua Press- United States Citizen

(d). Title of Class of Securities:

Common Stock, \$0.001 Par Value Per Share

(e). CUSIP Number:

62913F508

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Exile Advantage Fund LP: 5,500,000

Exile Partners LLC: 5,500,000

Exile Capital Management LP: 5,500,000

Leon Wagner: 6,764,385

Joshua Press: 9,893,583

(b) Percent of class:

Exile Advantage Fund LP: 5.47%

Exile Partners LLC: 5.47%

Exile Capital Management LP: 5.47%

Leon Wagner: 6.73%

Joshua Press: 9.85%

(c) Number of shares as to which Exile Advantage Fund LP has:

(i) Sole power to vote or to direct the vote 0 ,

(ii) Shared power to vote or to direct the vote 5,500,000 ,

(iii) Sole power to dispose or to direct the disposition of 0 ,

(iv) Shared power to dispose or to direct the disposition of 5,500,000 .

Number of share as to which Exile Partners LLC has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 5,500,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 5,500,000.

Number of shares as to which Exile Capital Management LP has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 5,500,000,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 5,500,000.

Number of shares as to which Leon Wagner has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 6,764,385,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 6,764,385.

Number of shares as to which Joshua Press has:

- (i) Sole power to vote or to direct the vote 3,129,198,
- (ii) Shared power to vote or to direct the vote 6,764,385,
- (iii) Sole power to dispose or to direct the disposition of 3,129,198,
- (iv) Shared power to dispose or to direct the disposition of 6,764,385.

Item  
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item  
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item  
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item  
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item  
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item  
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 22, 2018  
Date

Exile Advantage Fund LP

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member of Exile Advantage Fund LP's General Partner

Exile Partners LLC

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member

Exile Capital Management LP

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member of Exile Capital Management LP's General Partner

Leon Wagner

By: /s/ Joshua Press  
Name: Joshua Press

Title: Authorized Signer

Joshua Press

By: /s/ Joshua Press

Name: Joshua Press

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).



AGREEMENT

The undersigned agree that this Schedule 13G, dated January 22, 2018, relating to the Common Stock, par value \$0.001 of NII Holdings, Inc. shall be filed on behalf of the undersigned.

January 22, 2018  
Date

Exile Advantage Fund LP

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member of Exile Advantage Fund LP's General Partner

Exile Partners LLC

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member

Exile Capital Management LP

By: /s/ Joshua Press  
Name: Joshua Press

Title: Managing Member of Exile Capital Management LP's General Partner

Leon Wagner

By: /s/ Joshua Press  
Name: Joshua Press

Title: Authorized Signer

Joshua Press

By: /s/ Joshua Press

Name: Joshua Press

SK 26148 0001 7790511