#### NII HOLDINGS INC

Form 4

August 23, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

08/22/2012

08/22/2012

08/22/2012

08/22/2012

Stock

Stock

Stock

Stock

Common

Common

Common

See Instruction

(Print or Type R	Responses)									
1. Name and A GUTHRIE I	Symbol	2. Issuer Name and Ticker or Trading     Symbol     NII HOLDINGS INC [NIHD]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	fiddle) 3. Date of	3. Date of Earliest Transaction				(Check all applicable)			
	LDINGS, INC., 1 R STREET, SUIT	1875 08/22/2	Day/Year) 2012				_X Director Officer (give below)		Owner er (specify	
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	nth/Day/Year	)			Applicable Line)	O D		
RESTON, V	'A 20190						_X_ Form filed by N Form filed by N Person			
(City)	(State)	(Zip) Tab	le I - Non-E	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or		d of (D) 5)	Owned Indirect (I) Own			
Common Stock	08/22/2012		Code V P	Amount 600	(D)	Price \$ 5.97	43,468 (1)	D		
Common	08/22/2012		D	300	٨	\$ 5.06	13 768	D		

P

P

P

P

300

517

100

500

Α

A

\$ 5.96 43,768

\$ 5.99 44,285

\$ 5.95 44,385

\$ 5.98 44,885

D

D

D

D

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08/22/2012	P	100	A	\$ 6.1	44,985	D
08/22/2012	P	283	A	\$ 5.955	45,268	D
08/22/2012	P	100	A	\$ 5.935	45,368	D
08/22/2012	P	100	A	\$ 5.94	45,468	D
08/22/2012	P	400	A	\$ 5.995	45,868	D
08/22/2012	P	400	A	\$ 5.975	46,268	D
08/22/2012	P	100	A	\$ 5.945	46,368	D
08/22/2012	P	200	A	\$ 6.02	46,568	D
08/22/2012	P	1,600	A	\$ 6	48,168	D
08/22/2012	P	1,500	A	\$ 6.01	49,668	D
08/22/2012	P	300	A	\$ 6.015	49,968	D
08/22/2012	P	100	A	\$ 6.11	50,068	D
08/22/2012	P	400	A	\$ 6.02	50,468	D
08/22/2012	P	800	A	\$ 6.07	51,268	D
08/22/2012	P	600	A	\$ 6.05	51,868	D
08/22/2012	P	400	A	\$ 6.04	52,268	D
08/22/2012	P	400	A	\$ 6.03	52,668	D
08/22/2012	P	200	A	\$ 6.005	52,868	D
	08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012 08/22/2012	08/22/2012       P         08/22/2012       P	08/22/2012       P       283         08/22/2012       P       100         08/22/2012       P       100         08/22/2012       P       400         08/22/2012       P       400         08/22/2012       P       100         08/22/2012       P       200         08/22/2012       P       1,600         08/22/2012       P       300         08/22/2012       P       300         08/22/2012       P       400         08/22/2012       P       800         08/22/2012       P       600         08/22/2012       P       400         08/22/2012       P       400         08/22/2012       P       400	08/22/2012       P       283       A         08/22/2012       P       100       A         08/22/2012       P       100       A         08/22/2012       P       400       A         08/22/2012       P       400       A         08/22/2012       P       100       A         08/22/2012       P       1,600       A         08/22/2012       P       1,500       A         08/22/2012       P       300       A         08/22/2012       P       100       A         08/22/2012       P       400       A         08/22/2012       P       800       A         08/22/2012       P       600       A         08/22/2012       P       400       A	08/22/2012       P       283       A       \$5.955         08/22/2012       P       100       A       \$5.935         08/22/2012       P       100       A       \$5.94         08/22/2012       P       400       A       \$5.995         08/22/2012       P       400       A       \$5.975         08/22/2012       P       100       A       \$5.945         08/22/2012       P       200       A       \$6.02         08/22/2012       P       1,600       A       \$6         08/22/2012       P       1,500       A       \$6.01         08/22/2012       P       300       A       \$6.015         08/22/2012       P       400       A       \$6.02         08/22/2012       P       400       A       \$6.05         08/22/2012       P       600       A       \$6.05         08/22/2012       P       400       A       \$6.04         08/22/2012       P       400       A       \$6.03         08/22/2012       P       400       A       \$6.03         08/22/2012       P       400       A       \$6.03	08/22/2012       P       283       A       \$ 5,955       45,268         08/22/2012       P       100       A       \$ 5,935       45,368         08/22/2012       P       100       A       \$ 5,94       45,468         08/22/2012       P       400       A       \$ 5,995       45,868         08/22/2012       P       400       A       \$ 5,975       46,268         08/22/2012       P       100       A       \$ 6,02       46,368         08/22/2012       P       1,600       A       \$ 6.02       46,568         08/22/2012       P       1,500       A       \$ 6.01       49,668         08/22/2012       P       300       A       \$ 6.01       49,668         08/22/2012       P       100       A       \$ 6.01       59,968         08/22/2012       P       1,500       A       \$ 6.01       49,668         08/22/2012       P       100       A       \$ 6.01       59,968         08/22/2012       P       400       A       \$ 6.02       50,468         08/22/2012       P       800       A       \$ 6.07       51,268         08/22/2012

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

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SEC 1474 (9-02)

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

Derivative	Deriv
Security	Secui
(Instr. 5)	Bene
	Owne
	Follo
	Repo
	Trans
	(Instr
	2

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUTHRIE DONALD C/O NII HOLDINGS, INC. 1875 EXPLORER STREET, SUITE 1000 RESTON, VA 20190

X

## **Signatures**

Shana Smith
Attorney-in-Fact
08/23/2013

\*\*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).

The amount of securities beneficially owned following reported transactions on this column 5 of Table I include 952 shares of restricted stock that vest on April 20, 2014; 2,033 shares of restricted stock that vest on April 24, 2014; 2,033 shares of restricted stock that vest on April 24, 2015; 4,023 shares of restricted stock that vest on April 30, 2014; 4,022 shares of restricted stock that vest on April 30, 2015; and 4,023 shares of restricted stock that vest on April 30, 2016.

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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