

NII HOLDINGS INC  
Form SC 13G/A  
February 14, 2019

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

NII Holdings, Inc.  
(Name of Issuer)

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

62913F508  
(CUSIP Number)

December 31, 2018  
(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)

\*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 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).

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)		
	New Generation Advisors, LLC		Tax
	ID	26-2742011	
2	Check the Appropriate Box if a Member of a Group SEC Use Only	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3			
4	Citizenship or Place of Organization		
	Massachusetts		
Number of Shares Beneficially Owned by Each Reporting Person with	5	Sole Voting Power	
		0	
	6	Shared Voting Power	
		6,009,190	
	7	Sole Dispositive Power	
		0	
	8	Shared Dispositive Power	
		6,009,190	
9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	6,009,190		
10	Check if the Aggregate Amount in Row (9) Excludes	<input type="checkbox"/>	

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Certain  
Shares

11

Percent of Class Represented by Amount in Row 9

12

6.0%  
Type of Reporting Person

IA

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)
2	George Putnam, III Che( <del>a</del> ) <input type="checkbox"/> the (b) <input checked="" type="checkbox"/> Appropriate Box if a Member of a Group SEC Use Only
3	Citizenship or Place of Organization
4	American
Number of Shares Beneficially Owned by Each Reporting Person with	5 Sole Voting Power
	0
	6 Shared Voting Power
	6,009,190
	7 Sole Dispositive Power
	0
	8 Shared Dispositive

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	Power
9	6,009,190 Aggregate Amount Beneficially Owned by Each Reporting Person
10	6,009,190 [X] if the Aggregate Amount in Row (9) Excludes Certain Shares
11	Percent of Class Represented by Amount in Row 9
12	6.0% Type of Reporting Person  HC

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)
2	Michael S. Weiner Che <del>(a)</del> <input type="checkbox"/> [ ] the (b) <input checked="" type="checkbox"/> [X] Appropriate Box if a Member of a Group SEC Use Only
3	Citizenship or Place of Organization
4	American
Number of Shares Beneficially Owned by Each Reporting Person with	5 Sole Voting Power  14,500
	6 Shared Voting Power  6,009,190
	7 Sole Dispositive Power  14,500
	8

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	Shared Dispositive Power
9	6,009,190 Aggregate Amount Beneficially Owned by Each Reporting Person
10	6,023,690 Check ] if the Aggregate Amount in Row (9) Excludes Certain Shares
11	Percent of Class Represented by Amount in Row 9
12	6.0% Type of Reporting Person  HC

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)
2	Darren Beals Chester [ ] the (b) [X] Appropriate Box if a Member of a Group SEC Use Only
3	Citizenship or Place of Organization
4	American
Number of Shares Beneficially Owned by Each Reporting Person with	5 Sole Voting Power
	0
	6 Shared Voting Power
	6,009,190
	7 Sole Dispositive Power
	0
	8 Shared Dispositive Power



9	6,009,190 Aggregate Amount Beneficially Owned by Each Reporting Person
10	6,009,190 Check ] if the Aggregate Amount in Row (9) Excludes Certain Shares
11	Percent of Class Represented by Amount in Row 9
12	6.0% Type of Reporting Person  HC

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1	Name of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)
2	F. Baily Dent Che <del>(a)</del> <input type="checkbox"/> [ ] the (b) <input checked="" type="checkbox"/> [X] Appropriate Box if a Member of a Group SEC Use Only
3	Citizenship or Place of Organization
4	American
Number of Shares Beneficially Owned by Each Reporting Person with	5 Sole Voting Power
	0
	6 Shared Voting Power
	6,009,190
	7 Sole Dispositive Power
	0
	8 Shared Dispositive

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	Power
9	6,009,190 Aggregate Amount Beneficially Owned by Each Reporting Person
10	6,009,190 <input type="checkbox"/> if the Aggregate Amount in Row (9) Excludes Certain Shares
11	Percent of Class Represented by Amount in Row 9
12	6.0% Type of Reporting Person  HC

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Item 1(a) Name of Issuer:  
NII Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive  
Offices:  
12110 Sunset Hills Road  
Suite 600  
Reston, Virginia 20190

Item 2(a) Name of Persons Filing:  
(i) New Generation Advisors, LLC ("NGA")  
(ii) George Putnam, III ("Putnam")  
(iii) Michael S. Weiner ("Weiner")  
(iv) Darren Beals ("Beals")  
(v) F. Baily Dent ("Dent")

Item 2(b) Address of Principal Business Office:  
NGA:  
13 Elm Street, Suite 2  
Manchester, MA 01944

Putnam:  
c/o New Generation Advisors LLC  
13 Elm Street, Suite 2  
Manchester, MA 01944

Weiner:  
c/o New Generation Advisors LLC  
13 Elm Street, Suite 2  
Manchester, MA 01944

Beals:  
c/o New Generation Advisors LLC  
13 Elm Street, Suite 2  
Manchester, MA 01944

Dent:  
c/o New Generation Advisors LLC  
13 Elm Street, Suite 2  
Manchester, MA 01944

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Item Citizenship:

2(c)

NGA: Massachusetts

Putnam: American

Weiner: American

Beals: American

Dent: American

Item Title of Class of Securities:

2(d)

Common Stock, \$0.001 Par Value Per Share

Item CUSIP Number:

2(e)

62913F508

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the Act
- (b)  Bank as defined in section 3(a) (6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment Company Act
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with Rule 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
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j)  A non-U.S. institution in accordance with Section 240.13d-1(b)(1) (ii)(J)
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If this statement is filed pursuant to Rule 13d-1(c), check this box.



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Item 4. Ownership.

- (a) Amount Beneficially Owned:
- (i) NGA: 6,009,190
  - (ii) Putnam: 6,009,190
  - (iii) Weiner: 6,023,690
  - (iv) Beals: 6,009,190
  - (v) Dent: 6,009,190
- (b) Percent of Class:
- (i) NGA: 6.0%
  - (ii) Putnam: 6.0%
  - (iii) Weiner: 6.0%
  - (iv) Beals: 6.0%
  - (v) Dent: 6.0%
- (c) Number of shares as to which such person has:
- (1) Sole power to vote or to direct the vote:
- (i) NGA: 0
  - (ii) Putnam: 0
  - (iii) Weiner: 14,500
  - (iv) Beals: 0
  - (v) Dent: 0
- (2) Shared power to vote or to direct the vote:
- (i) NGA: 6,009,190
  - (ii) Putnam: 6,009,190
  - (iii) Weiner: 6,009,190
  - (iv) Beals: 6,009,190
  - (v) Dent: 6,009,190
- (3) Sole power to dispose or to direct the disposition of:
- (i) NGA: 0
  - (ii) Putnam: 0

(iii) Weiner: 14,500

(iv) Beals: 0

(v) Dent: 0

(4) Shared  
power to dispose or to  
direct the disposition  
of:

(i) NGA: 6,009,190

(ii) Putnam: 6,009,190

(iii) Weiner: 6,009,190

(iv) Beals: 6,009,190

(v) Dent: 6,009,190

New Generation Advisors, LLC (“NGA”), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is deemed to be the beneficial owner of 6,009,190 shares, or 6.0% of the Common Stock believed to be outstanding, as a result of acting as investment advisor to various clients who are the direct holders of the securities. The board of directors of NGA is composed of Putnam, Weiner, Beals and Dent. Each reporting person disclaims beneficial ownership of the 6,009,190 shares of Common Stock listed above. Additionally, 14,500 shares reported by Mr. Weiner are held in a separate account managed and voted on by Mr. Weiner in his individual capacity.

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

N/A

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

N/A

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

N/A

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

N/A

Item 9. Notice of Dissolution of Group.

N/A

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Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

In accordance with Rule 13d-4 of the Securities Exchange Act of 1934, each of the persons filing this statement expressly disclaim the beneficial ownership of the securities covered by this statement and the filing of this report shall not be construed as an admission by such persons that they are the beneficial owners of such securities.

#### SIGNATURES

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.

#### NEW GENERATION ADVISORS, LLC

Date: February 14, 2019 By: /s/ George Putnam, III  
George Putnam, III, President

Date: February 14, 2019 By: /s/ George Putnam, III  
George Putnam, III

Date: February 14, 2019 By: /s/ Michael S. Weiner  
Michael S. Weiner

Date: February 14, 2019 By: /s/ Darren Beals  
Darren Beals

Date: February 14, 2019 By: /s/ F. Baily Dent  
F. Baily Dent

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EXHIBIT 1

JOINT FILING AGREEMENT AMONG NEW GENERATION ADVISORS, LLC, GEORGE PUTNAM, III, MICHAEL S. WEINER, DARREN BEALS AND F. BAILY DENT

WHEREAS, in accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934 (the "Act"), only one joint statement and any amendments thereto need to be filed whenever one or more persons are required to file such a statement or any amendments thereto pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement or amendments thereto is filed on behalf of each of them;

NOW, THEREFORE, the parties hereto agree as follows:

NEW GENERATION ADVISORS, LLC, GEORGE PUTNAM, III, MICHAEL S. WEINER, DARREN BEALS AND F. BAILY DENT hereby agree, in accordance with Rule 13d-1(k) under the Act, to file a statement on Schedule 13G relating to their ownership of Common Stock of the Issuer and do hereby further agree that said statement shall be filed on behalf of each of them.

NEW GENERATION ADVISORS, LLC

Date: February 14, 2019 By: /s/ George Putnam, III  
George Putnam, III, President

Date: February 14, 2019 By: /s/ George Putnam, III  
George Putnam, III

Date: February 14, 2019 By: /s/ Michael S. Weiner  
Michael S. Weiner

Date: February 14, 2019 By: /s/ Darren Beals  
Darren Beals

Date: February 14, 2019 By: /s/ F. Baily Dent  
F. Baily Dent