

683 Capital Management, LLC
 Form 4/A
 November 19, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 683 Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
 NII HOLDINGS INC [NIHD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

3 COLUMBUS CIRCLE, SUITE 2205

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/15/2018

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

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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, \$0.001 par value ⁽¹⁾	11/13/2018		S		306,261 D \$ 7.3409	13,739,238 I ⁽²⁾	By 683 Capital Partners, LP
Common Stock, \$0.001 par value ⁽¹⁾	11/13/2018		S		575,806 ⁽³⁾ D \$ 6.9291	13,163,432 ⁽⁴⁾ I ⁽²⁾	By 683 Capital Partners, LP

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
683 Capital Management, LLC 3 COLUMBUS CIRCLE SUITE 2205 NEW YORK, NY 10019		X		
Zweiman Ari C/O 683 CAPITAL MANAGEMENT 3 COLUMBUS CIRCLE, SUITE 2205 NEW YORK, NY 10019		X		

Signatures

/s/ Ari Zweiman, Managing Member of 683 Capital GP, LLC, in its capacity as general partner of 683 Capital Partners, LP 11/19/2018

__Signature of Reporting Person Date

/s/ Ari Zweiman, Managing Member of 683 Capital Management, LLC 11/19/2018

__Signature of Reporting Person Date

/s/ Ari Zweiman 11/19/2018

__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)

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This Form 4 is filed jointly by 683 Capital Management, LLC ("683 Management"), 683 Capital Partners, LP ("683 Partners") and Ari Zweiman (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

Represents securities held directly by 683 Partners. 683 Management is the investment manager of 683 Partners. Ari Zweiman is the

(2) Managing Member of 683 Management. As a result, each of 683 Management and Ari Zweiman may be deemed to beneficially own the securities held by 683 Partners.

(3) Due to a clerical error, the reporting person is filing this amendment to the Form 4 originally filed on November 15, 2018 (this "Amendment") to correct the number of shares sold at a price of \$6.9291 by the reporting person on 11/13/2018 from 576,806 to 575,806.

Due to a clerical error, the reporting person is filing this amendment to the Form 4 originally filed on November 15, 2018 (this "Amendment") to correct the amount of securities beneficially owned following reported transaction by the reporting person on 11/13/2018 from 13,162,432 to 13,163,432.

(4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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