

MGIC INVESTMENT CORP  
Form DEFA14A  
April 26, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MGIC INVESTMENT CORPORATION  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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On April 26, 2011, MGIC Investment Corporation filed the following Current Report on Form 8-K.

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) April 21, 2011

MGIC Investment Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Wisconsin  
(State or Other Jurisdiction of Incorporation)

1-10816  
(Commission File Number)

39-1486475  
(IRS Employer Identification No.)

250 East Kilbourn Avenue, Milwaukee, WI  
(Address of Principal Executive Offices)

53202  
(Zip Code)

(414) 347-6480  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On April 21, 2011, Bruce L. Koepfgen, one of our independent directors, informed us that, as announced by Janus Capital Group Inc. (“JCG”) earlier that day, he would be joining JCG as its Chief Financial Officer in early August and would become an employee of JCG in early June. Mr. Koepfgen offered to resign as a director in accordance with our Corporate Governance Guidelines, which provide that a director who joins a new employer shall offer to resign from the Board. On April 25, 2011, the Board informally determined to reject Mr. Koepfgen’s offer. JCG does not provide any investment management or other services to us or our employee benefit plans.

At our upcoming Annual Meeting of Shareholders, shareholders are being asked to ratify the placement of Mr. Koepfgen, who joined our Board in October 2010, into a class of directors whose term extends beyond that Annual Meeting.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MGIC INVESTMENT CORPORATION

Date: April 26, 2011

By:

\s\ Jeffrey H. Lane  
Jeffrey H. Lane  
Executive Vice President, General Counsel  
and Secretary

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