

MGIC INVESTMENT CORP

Form S-1MEF

March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

MGIC INVESTMENT CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

6381
(Primary Standard Industry
Classification Code Number)

39-1486475
(I.R.S. Employer Identification No.)

**MGIC Plaza
250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202
(414) 347-6480**

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

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

**MGIC Plaza
250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202
(414) 347-6480**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Benjamin F. Garmer, III
Patrick G. Quick
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400**

**Edward S. Best
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
(312) 701-7100**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. :

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-149506

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. :

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. :

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$1.00 par value	\$80,500,000	\$3,163.65
Common Share Purchase Rights(3)		

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) See the certification pursuant to Rule 3a(c) of the Commission's Informal and Other Procedures [17 CFR 202.3a(c)] under the Securities Act of 1933, herein regarding the payment of the filing fee.
- (3) The common share purchase rights are attached to and traded with the shares of common stock being registered. The value attributable to the common share purchase rights, if any, is reflected in the value attributable to the common stock.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-149506) filed by MGIC Investment Corporation with the Securities and Exchange Commission (the Commission) on March 3, 2008, as amended, which was declared effective by the Commission on March 24, 2008, are incorporated herein by reference.

Certification

Pursuant to Rule 3a(c) of the Commission's Informal and Other Procedures [17 CFR 202.3a(c)] under the Securities Act of 1933, the registrant hereby certifies that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this registration statement by a wire transfer of such amount from the registrant's account to U.S. bank, the U.S. Treasury designated lockbox depository, as soon as practicable, but no later than March 25, 2008, (ii) the registrant will not revoke such instructions; and (iii) the registrant has sufficient funds in such account to cover the amount of such filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on March 25, 2008.

MGIC Investment Corporation

By: /s/ J. Michael Lauer

J. Michael Lauer

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on March 25, 2008.

<u>Signature</u>	<u>Title</u>
Curt S. Culver	* Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
J. Michael Lauer	* Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Joseph J. Komanecki	* Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) Director
James A. Abbott	* Director
Karl E. Case	* Director
David S. Engleman	* Director
Thomas M. Hagerty	* Director
Kenneth M. Jastrow, II	* Director
Daniel P. Kearney	* Director
Michael E. Lehman	* Director
William A. McIntosh	

* Director

Leslie M. Muma

* Director

Donald T. Nicolaisen

*
By: /s/ J. Michael Lauer

J. Michael Lauer, Attorney-in-Fact and
Individually

INDEX TO EXHIBITS

Exhibit No.	Description
(5)	Opinion of Foley & Lardner LLP (including consent of counsel)
(23.1)	Consent of Foley & Lardner LLP (filed as part of Exhibit (5))
(23.2)	Consent of PricewaterhouseCoopers LLC
(24)	Power of Attorney (included on the signature page to Registration Statement No. 333-149506).