

MGIC INVESTMENT CORP  
Form 8-K  
April 26, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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

1-10816

39-1486475

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

250 E. Kilbourn Avenue, Milwaukee,  
Wisconsin

53202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

414-347-6480

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))



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**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