

MGIC INVESTMENT CORP  
Form 8-K  
May 10, 2010

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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):

May 6, 2010

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 5.07 Submission of Matters to a Vote of Security Holders.**

Our Annual Meeting of Shareholders was held on May 6, 2010. At the Annual Meeting, shareholders considered the election of directors, approval of the Rights Agreement by and between us and Wells Fargo Bank, National Association, as amended through December 29, 2009 (the "Rights Agreement") and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2010. A breakdown of the votes cast is set forth below.

1. Election of directors:

James A. Abbott  
For - 90,924,255  
Withheld - 1,265,992  
Broker non-votes - 14,418,235

Thomas M. Hagerty  
For - 88,212,173  
Withheld - 3,978,074  
Broker non-votes - 14,418,235

Michael E. Lehman  
For - 91,351,160  
Withheld - 839,087  
Broker non-votes - 14,418,235

2. Approval of our Rights Agreement:

For - 78,692,714  
Against - 13,338,788  
Abstain - 158,745  
Broker non-votes - 14,418,235

3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2010:

For - 87,601,081  
Against - 18,973,270  
Abstain - 34,131  
Broker non-votes - 0

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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: May 10, 2010

By: \s\ Timothy J. Mattke

Timothy J. Mattke  
Vice President and Controller