

MGIC INVESTMENT CORP  
Form 8-K  
July 27, 2018

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): July 25, 2018  
MGIC Investment Corporation

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Wisconsin  | 1-10816                              | 39-1486475                                       |
| _____<br>(State or other jurisdiction<br>of incorporation) | _____<br>(Commission<br>File Number) | _____<br>(I.R.S. Employer<br>Identification No.) |

|   |                     |
|---|---------------------|
| 250 E. Kilbourn Avenue, Milwaukee, Wisconsin      | 53202               |
| _____<br>(Address of principal executive offices) | _____<br>(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Our Annual Meeting of Shareholders was held July 25, 2018. At that meeting, shareholders took the following actions with respect to the proposals described in our 2018 Proxy Statement:

1. The following directors were elected:

|                        | For         | Withheld  | Broker<br>Non-Votes |
|------------------------|-------------|-----------|---------------------|
| Daniel A. Arrigoni     | 292,143,752 | 2,406,981 | 35,519,433          |
| Cassandra C. Carr      | 291,484,937 | 3,065,796 | 35,519,433          |
| C. Edward Chaplin      | 292,122,327 | 2,428,406 | 35,519,433          |
| Curt S. Culver         | 291,520,136 | 3,030,597 | 35,519,433          |
| Timothy A. Holt        | 292,152,335 | 2,398,398 | 35,519,433          |
| Kenneth M. Jastrow, II | 286,800,114 | 7,750,619 | 35,519,433          |
| Michael E. Lehman      | 287,738,171 | 6,812,562 | 35,519,433          |
| Melissa B. Lora        | 292,183,049 | 2,367,684 | 35,519,433          |
| Gary A. Poliner        | 292,057,775 | 2,492,958 | 35,519,433          |
| Patrick Sinks          | 291,736,920 | 2,813,813 | 35,519,433          |
| Mark M. Zandi          | 292,016,951 | 2,533,782 | 35,519,433          |

2. The compensation of our named executive officers for 2017 was approved, on an advisory basis, by the following vote:

| For         | Against   | Abstain   | Broker<br>Non-Votes |
|-------------|-----------|-----------|---------------------|
| 289,799,950 | 2,841,567 | 1,909,216 | 35,519,433          |

3. Our Amended and Restated Rights Agreement was approved by the following vote:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 260,104,152 | 32,679,953 | 1,766,628 | 35,519,433          |

4. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018 was approved by the following vote:

| For         | Against   | Abstain   | Broker<br>Non-Votes |
|-------------|-----------|-----------|---------------------|
| 319,510,134 | 8,786,186 | 1,773,846 | —                   |

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: July 27, 2018 By:/s/ Jeffrey H. Lane

Jeffrey H. Lane

Executive Vice President, General Counsel  
and Secretary