

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.

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). |

March 25, 2008

MGIC Investment Corporation
MGIC Plaza
250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202

Ladies and Gentlemen:

We have acted as counsel for MGIC Investment Corporation, a Wisconsin corporation (the "Company"), in conjunction with the preparation of a Registration Statement on Form S-1 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the public offering of up to \$80,500,000 aggregate offering price of shares of the Company's common stock, \$1.00 par value (the "Offering Shares"), and related Common Stock Purchase Rights (the "Rights"). The terms of the Rights are set forth in that certain Rights Agreement, dated as of July 22, 1999 by and between the Company and Wells Fargo Bank Minnesota, National Association, as successor Rights Agent to Firststar Bank Milwaukee, N.A., now known as U.S. Bank National Association, as amended (the "Rights Agreement").

In connection with our representation, we have examined: (1) the Registration Statement; (2) the Company's Articles of Incorporation and Amended and Restated Bylaws, each as amended to date; (3) the Rights Agreement; (4) resolutions of the Company's Board of Directors relating to the authorization of the issuance of the Offering Shares and the accompanying Rights subject to the Registration Statement; and (5) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based upon the foregoing, we are of the opinion that:

1. The Company is a corporation validly existing under the laws of the State of Wisconsin.
2. The Offering Shares covered by the Registration Statement when issued and paid for in the manner contemplated in the Registration Statement and the Company's Registration Statement on Form S-1 (Reg. No. 333-149506), will be validly issued, fully paid and nonassessable.
3. The Rights attached to the Offering Shares, when issued pursuant to the Rights Agreement, will be validly issued.

BOSTON
BRUSSELS
CHICAGO
DETROIT
JACKSONVILLE

LOS ANGELES
MADISON
MILWAUKEE
NEW YORK
ORLANDO

SACRAMENTO
SAN DIEGO
SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY

TALLAHASSEE
TAMPA
TOKYO
WASHINGTON, D.C.



FOLEY & LARDNER LLP

MGIC Investment Corporation

March 25, 2008

Page 2

We consent to the use of this opinion as an exhibit to the Registration Statement and to references to our firm therein. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

Foley & Lardner LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 29, 2008 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in MGIC Investment Corporation's Annual Report on Form 10-K for the year ended December 31, 2007. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
March 24, 2008