FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

	Check this box if no longer subject to Section
1	16. Form 4 or Form 5 obligations may continue
,	See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Zandi Mark	Name and Address of Reporting Person* Zandi Mark				2. Issuer Name and Ticker or Trading Symbol MGIC INVESTMENT CORP [ MTG ]								S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last)	(First)	,	iddle)		3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024								Officer (give below)	title		Other (s	pecify below)	
250 EAST KILBOU	C/O MGIC INVESTMENT CORPORATION 250 EAST KILBOURN AVENUE				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individ	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(Street) MILWAUKEE	WI	53	202	F	Rule 10b5-1(c) Transaction Indication													
(City)	(State)	(Z	p)	_ [	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
····································				Date	Date Month/Day/Year)		2A. Deemed Execution Date, if any			urities Acquired (A) or Dispo str. 3, 4 and 5)		Disposed Of	5. Amount of Se Beneficially Ow Following Repo	ned orted	Form:	Direct (D) or ct (I) (Instr. 4)	7. Nature of Indirect Beneficial	
						(Month	n/Day/Year)	Code	v	Amount	i .	(A) or (D)	Price					Ownership (Instr. 4)
Common Stock				02/1	/15/2024 A 0.243 <sup>(1)</sup> A		(2)	23,670.9434			D							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		Insaction (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Se Underlying Derivative Se (Instr. 3 and 4)					8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securiti Benefici Owned Followir Reporte	itive ities icially d ving	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		piration	Title		Amount or Number of Shares		Transaction(s (Instr. 4)			
Share Units <sup>(3)</sup>	(4)							(5)		(6)	Comm	on Stock	46,077.702	3	46,077	7.7023	D	

## Explanation of Responses:

- 1. Fractional shares have been rounded up in connection with the settlement of the director shares, pursuant to the terms of the related grant.
- 2. These RSUs were awarded to the reporting person pursuant to the Issuer's 2020 Omnibus Incentive Plan and no price was paid by the reporting person for them.
- 3. The reporting person participates in the MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors under which units corresponding to shares of Common Stock of the Issuer ("Share Units") are awarded to the reporting person and/or acquired through compensation deferral.
- 4. These Share Units do not have a specified dollar-denominated exercise or conversion price. Their value is based, on a one-for-one basis, on the price of the Issuer's common stock on the New York Stock Exchange
- 5. These Share Units are settled in cash, on a specified date, unless a qualified election for later distribution is made by the reporting person.
- 6. These Share Units do not expire on a fixed date. They are settled in cash on a specified date, unless a qualified election for later distribution is made by the reporting person.

## Remarks:

Leslie A. Schunk, Attorney-in-Fact

02/15/2024 Date

\*\* Signature of Reporting Person

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## Limited Power of Attorney

KNOW ALL BY THESE PRESENTS, that the undersigned is required, or may be required in the future, to file reports of changes in beneficial ownership of equity securities of MGIC Investment Corporation (the "Company").

To facilitate the filing of these reports, the undersigned hereby appoints each of Timothy A. Chrapko, Shelby E. Heinrich, Heidi A. Heyrman, Paula C. Maggio, Brian M. Remington, Leslie A. Schunk, and Martha F. Tsuchihashi as the undersigned's attorney-in-fact and agent to (i) apply on behalf of the undersigned for access codes (if necessary) for the EDGAR System, and (ii) sign on behalf of the undersigned and file any Form 3, Form 4, or Form 5 for the undersigned with the Securities and Exchange Commission or any securities exchange.

Each of the persons authorized to act as such attorney-in-fact and agent above may do so separately without the concurrence of the other persons. The authority granted hereunder is granted to the person occupying the position specified at the time such authority is exercised.

10-27-2121

Dated.								
Please print or type name: Mark M. Zandi								
ACKNOWLEDGMENT								
TATE OF WISCONSIN )								
OUNTY OF MILWAUKEE )								
efore me, a Notary Public in and for the State of Wisconsin, on this day personally appeared  Mark M. Zandi , known to me to be the person whose name is subscribed to the pregoing Limited Power of Attorney, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.								
Given under my hand and official seal this $\frac{27}{}$ day of October, 2021.								
(SEAL)  By: Taban a FAlatt  Notary Public, State of Wisconsin								
Print Name: Patricia A. Fitchett								
PATRICIA A. FITCHETT  Notary Public  My commission expires: October 03, 2025  State of Wisconsin								