

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 24, 2019

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))

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 April 24, 2019. At that meeting, shareholders took the following actions with respect to the proposals described in our 2019 Proxy Statement:

1. The following directors were elected:

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|-------------|-----------------|-------------------------|
| Daniel A. Arrigoni | 289,292,437 | 456,415 | 33,614,121 |
| Cassandra C. Carr | 289,289,755 | 459,097 | 33,614,121 |
| C. Edward Chaplin | 289,299,712 | 449,140 | 33,614,121 |
| Curt S. Culver | 288,535,427 | 1,213,425 | 33,614,121 |
| Timothy A. Holt | 289,306,057 | 442,795 | 33,614,121 |
| Kenneth M. Jastrow, II | 276,172,804 | 13,576,048 | 33,614,121 |
| Jodeen A. Kozlak | 289,078,972 | 669,880 | 33,614,121 |
| Michael E. Lehman | 285,984,989 | 3,763,863 | 33,614,121 |
| Melissa B. Lora | 289,082,103 | 666,749 | 33,614,121 |
| Gary A. Poliner | 289,097,715 | 651,137 | 33,614,121 |
| Patrick Sinks | 289,293,320 | 455,532 | 33,614,121 |
| Mark M. Zandi | 289,045,152 | 703,700 | 33,614,121 |

2. The compensation of our named executive officers for 2018 was approved, on an advisory basis, by the following vote:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 276,461,254 | 12,834,507 | 453,091 | 33,614,121 |

3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2019 was approved by the following vote:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 314,543,826 | 8,626,219 | 192,928 | — |

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.

Date: April 25, 2019

MGIC INVESTMENT CORPORATION

By: /s/ Paula C. Maggio

Paula C. Maggio

Executive Vice President, General Counsel
and Secretary