

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):

January 18, 2018

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 2.02 Results of Operations and Financial Condition.

The Company issued a press release on January 18, 2018 announcing its results of operations for the quarter ended December 31, 2017 and certain other information. The press release is furnished as Exhibit 99.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Pursuant to General Instruction B.2 to Form 8-K, the Company's January 18, 2018 press release is furnished as Exhibit 99 and is not filed.

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: January 18, 2018

By: Julie K. Sperber

Julie K. Sperber
Vice President, Controller and Chief Accounting Officer

Exhibit Index

Exhibit No.

Description

[99](#)

Press Release dated January 18, 2018. (Pursuant to General Instruction B.2 to Form 8-K, this press release is furnished and is not filed.)



**MGIC Investment Corporation Reports Fourth Quarter 2017 Net Income of \$27.3 million or \$0.07 per Diluted Share
Fourth Quarter 2017 Adjusted Net Operating Income (Non-GAAP) of \$160.7 million or \$0.43 per Diluted Share**

MILWAUKEE (January 18, 2018) - MGIC Investment Corporation (NYSE: MTG) today reported operating and financial results for the fourth quarter ended December 31, 2017. Net income for the quarter was \$27.3 million, or \$0.07 per diluted share, compared with net income of \$107.5 million, or \$0.28 per diluted share for the fourth quarter of 2016. Net income for the full year 2017 was \$355.8 million or \$0.95 per diluted share compared with net income of \$342.5 million or \$0.86 per diluted share for the full year 2016.

The tax reform enacted in the fourth quarter of 2017 resulted in a reduction of approximately \$133 million in our net income for the fourth quarter and full year 2017 due to the remeasurement of our net deferred tax assets to reflect lower enacted corporate tax rates. The impact of this remeasurement was a reduction of \$0.36 per diluted share in the fourth quarter and a reduction of \$0.34 per diluted share for the full year 2017.

Adjusted net operating income for the fourth quarter 2017 was \$160.7 million, or \$0.43 per diluted share, compared with \$107.7 million, or \$0.28 per diluted share for the fourth quarter of 2016. Adjusted net operating income for the full year ended December 31, 2017 was \$517.7 million, or \$1.36 per diluted share, compared with \$396.3 million, or \$0.99 per diluted share for full year 2016. We present the non-GAAP financial measure "Adjusted net operating income" to increase the comparability between periods of our financial results. See ["Use of Non-GAAP Financial Measures"](#) below.

Fourth Quarter Summary

- New Insurance Written of \$12.8 billion was unchanged from the fourth quarter of 2016.
- Insurance in force of \$194.9 billion at December 31, 2017 increased by 2.0% during the quarter and 7.1% year-to-date.
- Primary delinquent inventory(1) of 46,556 at December 31, 2017 increased from 41,235 at September 30, 2017, driven by new notice activity from areas affected by major 2017 hurricanes. Our primary delinquent inventory declined 7.4% year-to-date from 50,282 at December 31, 2016.
 - As of December 31, 2017, the primary delinquent inventory includes 12,446 from the hurricane impacted areas compared to 7,162 as of December 31, 2016.
 - The percentage of loans that were delinquent, excluding bulk loans, was 3.70% at December 31, 2017 compared to 4.05% at December 31, 2016, and 5.11% at December 31, 2015. Including bulk loans, the percentage of loans that were delinquent at December 31, 2017 was 4.55%, compared to 5.04% at December 31, 2016, and 6.31% at December 31, 2015.
- Persistency, or the percentage of insurance remaining in force from one year prior, was 80.1% at December 31, 2017 compared with 78.8% at September 30, 2017 and 76.9% at December 31, 2016.
- The loss ratio for the fourth quarter of 2017 was (13.1%) compared to 12.5% for the third quarter of 2017 and 20.3% for the fourth quarter of 2016. The loss ratios for these periods were each impacted by positive development on our primary loss reserves.
- The underwriting expense ratio(2) for the fourth quarter of 2017 was 15.9% compared to 15.7% for the third quarter of 2017 and 15.8% for the fourth quarter of 2016.
- Book value per common share increased by 0.7% during the quarter and 13.8% year-to-date to \$8.51(3).

(1) # of loans, (2) insurance operations, (3) based on shares outstanding

Patrick Sinks, CEO of MTG and Mortgage Guaranty Insurance Corporation ("MGIC") said, "I am pleased to report that in 2017 we achieved another year of strong financial results and continued to position our company for further success. Specifically, our insurance in force increased as we added \$49 billion of high quality new insurance and persistency increased, the credit characteristics and performance of the new business written beginning in 2009 remain excellent, the legacy book continued to decline and contributed fewer delinquencies, and we maintained our traditionally low expense ratio." Sinks continued, "In 2017 we retired our 2017 Senior Notes and converted the 2020 Convertible Senior

Notes which improved our debt ratios, received ratings upgrades from Moody's and Standard and Poor's, and increased dividends to our holding company to \$140 million from \$64 million last year."

Sinks added, "Reflecting the current trends in the origination market we expect to write slightly more new insurance in 2018 compared to 2017 and expect that our insurance in force will continue to grow. Further we anticipate that the number of new mortgage delinquency notices, claims paid and delinquency inventory will continue to decline. We will continue to focus on capital management activities and maintaining our industry leading expense ratio. We are well positioned to provide credit enhancement and low down payment solutions to lenders, GSEs and borrowers, now, and in the future."

Revenues

Total revenues for the fourth quarter of 2017 were \$271.5 million, compared to \$266.5 million in the fourth quarter last year. Net premiums written for the quarter were \$259.5 million, compared to \$243.5 million for the same period last year. Net premiums earned were \$237.4 million compared to \$235.1 million for the same period last year as a result of an increase in insurance in force offset by a lower effective premium yield. Investment income for the fourth quarter was \$31.3 million, compared to \$28.1 million for the same period last year.

Losses and expenses

Losses incurred

Losses incurred in the fourth quarter of 2017 were \$(31.0) million, compared to \$47.7 million in the fourth quarter of 2016. During the fourth quarter of 2017 there was a \$103 million reduction in losses incurred due to positive development on our primary loss reserves for previously received delinquencies, due primarily to a lower estimated claim rate, compared to a reduction of \$43 million in the fourth quarter of 2016. Losses incurred in the quarter associated with delinquent notices received in the quarter reflect a lower claim rate when compared to the same quarter last year, especially on loans in hurricane impacted areas as we do not expect a material increase in claims from these notices.

Underwriting and other expenses

Net underwriting and other expenses were \$43.8 million in the fourth quarter of 2017, compared to \$40.6 million reported for the same period last year. Interest expense was \$13.3 million in the fourth quarter of 2017, compared to \$16.2 million reported for the same period last year. The decrease was a result of the retirement of the 5% Senior Notes and conversion of the 2% Convertible Senior Notes.

Provision for income taxes

The effective income tax rate for the year ended 2017 increased to 54.7% from 33.5% for the year ended 2016 due to the remeasurement of our net deferred tax assets to reflect lower enacted corporate tax rates and the additional provision related to our expected IRS settlement. We expect our tax rate in 2018 to be marginally less than the 21% federal statutory rate.

Capital

- As of December 31, 2017 total shareholders' equity was \$3.15 billion and outstanding principal on borrowings was \$837 million.
- MGIC paid a dividend of \$50 million to our holding company during the fourth quarter of 2017.
- Consolidated Risk-to-Capital was 10.5:1(4) as of December 31, 2017 compared to 12.0:1 as of December 31, 2016.
- MGIC's PMIERS Available Assets totaled \$4.8 billion, or \$0.8 billion above its Minimum Required Assets as of December 31, 2017.

(4) preliminary as of December 31, 2017

Other Balance Sheet and Liquidity Metrics

- Total assets were \$5.62 billion as of December 31, 2017, compared to \$5.73 billion as of December 31, 2016, and \$5.87 billion as of December 31, 2015.
- The fair value of our investment portfolio, cash and cash equivalents was \$5.1 billion as of December 31, 2017 compared to \$4.8 billion as of December 31, 2016, and \$4.8 billion as of December 31, 2015.
- Investments, cash and cash equivalents at the holding company were \$216 million as of December 31, 2017 compared with \$182 million as of September 30, 2017 and \$283 million as of December 31, 2016.

Conference Call and Webcast Details

MGIC Investment Corporation will hold a conference call today, January 18, 2018, at 10 a.m. ET to allow securities analysts and shareholders the opportunity to hear management discuss the company's quarterly results. The conference call number is 1-844-231-8825. The call is being webcast and can be accessed at the company's website at <http://mtg.mgic.com/>. A replay of the webcast will be available on the company's website through February 18, 2018 under "Newsroom."

About MGIC

MGIC (www.mgic.com), the principal subsidiary of MGIC Investment Corporation, serves lenders throughout the United States, Puerto Rico, and other locations helping families achieve homeownership sooner by making affordable low-down-payment mortgages a reality. At December 31, 2017, MGIC had \$194.9 billion of primary insurance in force covering approximately one million mortgages.

This press release, which includes certain additional statistical and other information, including non-GAAP financial information, and a supplement that contains various portfolio statistics are both available on the Company's website at <https://mtg.mgic.com/> under "Newsroom."

From time to time MGIC Investment Corporation releases important information via postings on its corporate website without making any other disclosure and intends to continue to do so in the future. Investors and other interested parties are encouraged to enroll to receive automatic email alerts and Really Simple Syndication (RSS) feeds regarding new postings. Enrollment information can be found at <https://mtg.mgic.com> under "Newsroom."

Safe Harbor Statement

Forward Looking Statements and Risk Factors:

Our actual results could be affected by the risk factors below. These risk factors should be reviewed in connection with this press release and our periodic reports to the Securities and Exchange Commission ("SEC"). These risk factors may also cause actual results to differ materially from the results contemplated by forward looking statements that we may make. Forward looking statements consist of statements which relate to matters other than historical fact, including matters that inherently refer to future events. Among others, statements that include words such as "believe," "anticipate," "will" or "expect," or words of similar import, are forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. No investor should rely on the fact that such statements are current at any time other than the time at which this press release was issued.

In addition, the current period financial results included in this press release may be affected by additional information that arises prior to the filing of our Form 10-K for the year ended December 31, 2017.

While we communicate with security analysts from time to time, it is against our policy to disclose to them any material non-public information or other confidential information. Accordingly, investors should not assume that we agree with any statement or report issued by any analyst irrespective of the content of the statement or report, and such reports are not our responsibility.

Use of Non-GAAP Financial Measures

We believe that use of the Non-GAAP measures of adjusted pre-tax operating income (loss), adjusted net operating income (loss) and adjusted net operating income (loss) per diluted share facilitate the evaluation of the company's core financial performance thereby providing relevant information to investors. These measures are not recognized in accordance with accounting principles generally accepted in the United States of America (GAAP) and should not be viewed as alternatives to GAAP measures of performance. The measures described below have been established to increase transparency for the purpose of evaluating our fundamental operating trends.

Adjusted pre-tax operating income (loss) is defined as GAAP income (loss) before tax, excluding the effects of net realized investment gains (losses), gain (loss) on debt extinguishment, net impairment losses recognized in income (loss) and infrequent or unusual non-operating items where applicable.

Adjusted net operating income (loss) is defined as GAAP net income (loss) excluding the after-tax effects of net realized investment gains (losses), gain (loss) on debt extinguishment, net impairment losses recognized in income (loss), and infrequent or unusual non-operating items where applicable. The amounts of adjustments to components of pre-tax operating income (loss) are tax effected using a federal statutory tax rate of 35%.

Adjusted net operating income (loss) per diluted share is calculated in a manner consistent with the accounting standard regarding earnings per share by dividing (i) adjusted net operating income (loss) after making adjustments for interest expense on convertible debt, whenever the impact is dilutive, by (ii) diluted weighted average common shares outstanding, which reflects share dilution from unvested restricted stock units and from convertible debt when dilutive under the "if-converted" method.

Although adjusted pre-tax operating income (loss) and adjusted net operating income (loss) exclude certain items that have occurred in the past and are expected to occur in the future, the excluded items represent items that are: (1) not viewed as part of the operating performance of our primary activities; or (2) impacted by both discretionary and other economic or regulatory factors and are not necessarily indicative of operating trends, or both. These adjustments, along with the reasons for their treatment, are described below. Trends in the profitability of our fundamental operating activities can be more clearly identified without the fluctuations of these adjustments. Other companies may calculate these measures differently. Therefore, their measures may not be comparable to those used by us.

- (1) *Net realized investment gains (losses)*. The recognition of net realized investment gains or losses can vary significantly across periods as the timing of individual securities sales is highly discretionary and is influenced by such factors as market opportunities, our tax and capital profile, and overall market cycles.
- (2) *Gains and losses on debt extinguishment*. Gains and losses on debt extinguishment result from discretionary activities that are undertaken to enhance our capital position, improve our debt profile, and/or reduce potential dilution from our outstanding convertible debt.
- (3) *Net impairment losses recognized in earnings*. The recognition of net impairment losses on investments can vary significantly in both size and timing, depending on market credit cycles, individual issuer performance, and general economic conditions.
- (4) *Infrequent or unusual non-operating items*. Our income tax expense for 2017 reflects a reduction in our net deferred tax asset due to the rate decrease included in the tax reform enacted in the fourth quarter of 2017 (the "Tax Act"). Our income tax expense also includes amounts related to our IRS dispute and is related to past transactions which are non-recurring in nature and are not part of our primary operating activities.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

<i>(In thousands, except per share data)</i>	Three Months Ended December 31,		Year Ended December 31,	
	2017	2016	2017	2016
Net premiums written	\$ 259,523	\$ 243,471	\$ 997,955	\$ 975,091
Revenues				
Net premiums earned	\$ 237,425	\$ 235,053	\$ 934,747	\$ 925,226
Net investment income	31,276	28,094	120,871	110,666
Net realized investment gains (losses)	460	(52)	249	8,932
Other revenue	2,341	3,425	10,187	17,659
Total revenues	271,502	266,520	1,066,054	1,062,483
Losses and expenses				
Losses incurred, net	(30,996)	47,658	53,709	240,157
Underwriting and other expenses, net	43,786	40,633	170,749	160,409
Interest expense	13,256	16,191	57,035	56,672
Loss on debt extinguishment	—	—	65	90,531
Total losses and expenses	26,046	104,482	281,558	547,769
Income before tax	245,456	162,038	784,496	514,714
Provision for income taxes	218,142	54,551	428,735	172,197
Net income	\$ 27,314	\$ 107,487	\$ 355,761	\$ 342,517
Net income per diluted share	\$ 0.07	\$ 0.28	\$ 0.95	\$ 0.86

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
EARNINGS PER SHARE (UNAUDITED)

<i>(In thousands, except per share data)</i>	Three Months Ended December 31,		Year Ended December 31,	
	2017	2016	2017	2016
Net income	\$ 27,314	\$ 107,487	\$ 355,761	\$ 342,517
Interest expense, net of tax:				
2% Convertible Senior Notes due 2020	—	823	907	6,111
5% Convertible Senior Notes due 2017	—	1,282	1,709	6,362
9% Convertible Junior Subordinated Debentures due 2063	—	3,757	15,027	15,893
Diluted net income available to common shareholders	\$ 27,314	\$ 113,349	\$ 373,404	\$ 370,883
Weighted average shares - basic	370,591	341,361	362,380	342,890
Effect of dilutive securities:				
Unvested restricted stock units	1,871	1,596	1,493	1,470
2% Convertible Senior Notes due 2020	—	29,859	8,317	54,450
5% Convertible Senior Notes due 2017	—	10,791	3,548	13,107
9% Convertible Junior Subordinated Debentures due 2063	—	19,028	19,028	20,075
Weighted average shares - diluted	372,462	402,635	394,766	431,992
Net income per diluted share	\$ 0.07	\$ 0.28	\$ 0.95	\$ 0.86

NON-GAAP RECONCILIATIONS

Reconciliation of Income before tax / Net income to Adjusted pre-tax operating income / Adjusted net operating income

<i>(In thousands, except per share amounts)</i>	Three Months Ended December 31,					
	2017			2016		
	Pre-tax	Tax provision (benefit)	Net (after-tax)	Pre-tax	Tax provision (benefit)	Net (after-tax)
Income before tax / Net income	\$ 245,456	\$ 218,142	\$ 27,314	\$ 162,038	\$ 54,551	\$ 107,487
Adjustments:						
Additional income tax provision related to the rate decrease included in the Tax Act	—	(132,999)	132,999	—	—	—
Additional income tax provision related to IRS litigation	—	(637)	637	—	(196)	196
Net realized investment (gains) losses	(460)	(161)	(299)	52	18	34
Loss on debt extinguishment	—	—	—	—	—	—
Adjusted pre-tax operating income / Adjusted net operating income	\$ 244,996	\$ 84,345	\$ 160,651	\$ 162,090	\$ 54,373	\$ 107,717

Reconciliation of Net income per diluted share to Adjusted net operating income per diluted share

Weighted average shares - diluted		372,462		402,635
Net income per diluted share		\$ 0.07		\$ 0.28
Additional income tax provision related to the rate decrease included in the Tax Act		0.36		—
Additional income tax provision related to IRS litigation		—		—
Net realized investment (gains) losses		—		—
Loss on debt extinguishment		—		—
Adjusted net operating income per diluted share		\$ 0.43		\$ 0.28

Reconciliation of Income before tax / Net income to Adjusted pre-tax operating income / Adjusted net operating income

<i>(In thousands, except per share amounts)</i>	Year Ended December 31,					
	2017			2016		
	Pre-tax	Tax provision (benefit)	Net (after-tax)	Pre-tax	Tax provision (benefit)	Net (after-tax)
Income before tax / Net income	\$ 784,496	\$ 428,735	\$ 355,761	\$ 514,714	\$ 172,197	\$ 342,517
Adjustments:						
Additional income tax provision related to the rate decrease included in the Tax Act	—	(132,999)	132,999	—	—	—
Additional income tax provision related to IRS litigation	—	(29,039)	29,039	—	(731)	731
Net realized investment gains	(249)	(87)	(162)	(8,932)	(3,126)	(5,806)
Loss on debt extinguishment	65	23	42	90,531	31,686	58,845
Adjusted pre-tax operating income / Adjusted net operating income	\$ 784,312	\$ 266,633	\$ 517,679	\$ 596,313	\$ 200,026	\$ 396,287

Reconciliation of Net income per diluted share to Adjusted net operating income per diluted share

Weighted average shares - diluted		394,766		431,992
Net income per diluted share		\$ 0.95		\$ 0.86
Additional income tax provision related to the rate decrease included in the Tax Act		0.34		—
Additional income tax provision related to IRS litigation		0.07		—
Net realized investment gains		—		(0.01)
Loss on debt extinguishment		—		0.14
Adjusted net operating income per diluted share		\$ 1.36		\$ 0.99

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

<i>(In thousands, except per share data)</i>	December 31, 2017	December 31, 2016	December 31, 2015
ASSETS			
Investments (1)	\$ 4,990,561	\$ 4,692,350	\$ 4,663,206
Cash and cash equivalents	99,851	155,410	181,120
Reinsurance recoverable on loss reserves (2)	48,474	50,493	44,487
Home office and equipment, net	44,936	36,088	30,095
Deferred insurance policy acquisition costs	18,841	17,759	15,241
Deferred income taxes, net	234,381	607,655	762,080
Other assets	182,455	174,774	172,114
Total assets	\$ 5,619,499	\$ 5,734,529	\$ 5,868,343
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities:			
Loss reserves (2)	\$ 985,635	\$ 1,438,813	\$ 1,893,402
Unearned premiums	392,934	329,737	279,973
Federal home loan bank advance	155,000	155,000	—
Senior notes	418,560	417,406	—
Convertible senior notes	—	349,461	822,301
Convertible junior debentures	256,872	256,872	389,522
Other liabilities	255,972	238,398	247,005
Total liabilities	2,464,973	3,185,687	3,632,203
Shareholders' equity	3,154,526	2,548,842	2,236,140
Total liabilities and shareholders' equity	\$ 5,619,499	\$ 5,734,529	\$ 5,868,343
Book value per share (3)	\$ 8.51	\$ 7.48	\$ 6.58
(1) Investments include net unrealized gains (losses) on securities	\$ 37,058	\$ (32,006)	\$ (26,567)
(2) Loss reserves, net of reinsurance recoverable on loss reserves	\$ 937,161	\$ 1,388,320	\$ 1,848,915
(3) Shares outstanding	370,567	340,663	339,657

Additional Information

	<u>Q4 2017</u>	<u>Q3 2017</u>	<u>Q2 2017</u>	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>
New primary insurance written (NIW) (billions)	\$ 12.8	\$ 14.1	\$ 12.9	\$ 9.3	\$ 12.8	\$ 14.2
Monthly premium plans (1)	10.1	11.4	10.6	7.8	10.6	11.7
Single premium plans	2.7	2.7	2.3	1.5	2.2	2.5
Direct average premium rate (bps) on NIW						
Monthly (1)	65.2	65.3	63.5	60.8	57.5	58.3
Singles	170.5	176.8	177.4	172.2	163.0	167.2
New primary risk written (billions)	\$ 3.2	\$ 3.5	\$ 3.2	\$ 2.3	\$ 3.1	\$ 3.5
Product mix as a % of primary flow NIW						
>95% LTVs	13 %	12%	10%	8%	7%	6%
Singles	21 %	20%	18%	17%	17%	18%
Refinances	13 %	9%	9%	17%	24%	19%
Primary Insurance In Force (IIF) (billions)	\$ 194.9	\$ 191.0	\$ 187.3	\$ 183.5	\$ 182.0	\$ 180.1
Flow only	\$ 186.9	\$ 182.7	\$ 178.6	\$ 174.5	\$ 172.8	\$ 170.5
Annual Persistency	80.1 %	78.8%	77.8%	76.9%	76.9%	78.3%
Primary Risk In Force (RIF) (billions)	\$ 50.3	\$ 49.4	\$ 48.5	\$ 47.5	\$ 47.2	\$ 46.8
Flow only	\$ 48.1	\$ 47.0	\$ 46.0	\$ 45.0	\$ 44.6	\$ 44.1
Total Primary RIF by FICO (%)						
FICO 740 & >	52 %	51%	50%	50%	49%	49%
FICO 700-739	25 %	25%	25%	24%	25%	24%
FICO 660-699	14 %	14%	15%	15%	15%	15%
FICO 659 & <	9 %	10%	10%	11%	11%	12%
Average Coverage Ratio (RIF/IIF)	25.8 %	25.9%	25.9%	25.9%	25.9%	26.0%
Average Loan Size of IIF (thousands)	\$ 190.38	\$ 188.36	\$ 186.09	\$ 183.91	\$ 182.35	\$ 180.71
Flow only	\$ 192.99	\$ 190.94	\$ 188.70	\$ 186.52	\$ 184.90	\$ 183.18
Primary IIF - # of loans	1,023,951	1,014,092	1,006,392	997,650	998,294	996,816
Flow only	968,649	956,772	946,435	935,470	934,350	931,047

	<u>Q4 2017</u>	<u>Q3 2017</u>	<u>Q2 2017</u>	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>						
Primary IIF - Delinquent Roll Forward - # of Loans												
Beginning Delinquent Inventory	41,235	41,317	45,349	50,282	51,433	52,558						
New Notices	22,916	15,950	14,463	14,939	17,016	17,607						
Cures	(15,712)	(13,546)	(14,708)	(17,128)	(15,267)	(15,556)						
Paid (including those charged to a deductible or captive)	(1,803)	(2,195)	(2,573)	(2,635)	(2,748)	(3,051)						
Rescissions and denials	(80)	(82)	(100)	(95)	(152)	(125)						
Items removed from inventory	—	(209)	(1,114)	(14)	—	—						
Ending Delinquent Inventory	46,556	41,235	41,317	45,349	50,282	51,433						
Primary claim received inventory included in ending delinquent inventory	954	1,063	1,258	1,390	1,385	1,636						
Composition of Cures												
Reported delinquent and cured intraquarter	5,520	4,347	3,854	5,476	4,543	4,986						
Number of payments delinquent prior to cure												
3 payments or less	6,324	6,011	6,803	7,585	7,006	6,455						
4-11 payments	2,758	2,374	2,964	3,036	2,580	2,786						
12 payments or more	1,110	814	1,087	1,031	1,138	1,329						
Total Cures in Quarter	15,712	13,546	14,708	17,128	15,267	15,556						
Composition of Paid												
Number of payments delinquent at time of claim payment												
3 payments or less	6	13	8	13	6	16						
4-11 payments	181	222	279	306	273	325						
12 payments or more	1,616	1,960	2,286	2,316	2,469	2,710						
Total Paid in Quarter	1,803	2,195	2,573	2,635	2,748	3,051						
Aging of Primary Delinquent Inventory												
Consecutive months delinquent												
3 months or less	17,119	37%	11,331	27%	10,299	25%	9,184	20%	12,194	24%	12,333	24%
4-11 months	12,050	26%	11,092	27%	11,018	27%	13,617	30%	13,450	27%	12,648	25%
12 months or more	17,387	37%	18,812	46%	20,000	48%	22,548	50%	24,638	49%	26,452	51%
Number of payments delinquent												
3 payments or less	21,678	46%	16,916	41%	15,858	38%	15,692	35%	18,419	36%	18,374	36%
4-11 payments	12,446	27%	10,583	26%	10,560	26%	12,275	27%	12,892	26%	12,282	24%
12 payments or more	12,432	27%	13,736	33%	14,899	36%	17,382	38%	18,971	38%	20,777	40%
Primary IIF - # of Delinquent Loans	46,556	41,235	41,317	45,349	50,282	51,433						
Flow only	35,791	30,501	30,571	33,850	37,829	38,552						
Primary IIF Delinquency Rates	4.55 %	4.07%	4.11%	4.55%	5.04%	5.16%						
Flow only	3.70 %	3.19%	3.23%	3.62%	4.05%	4.14%						

	<u>Q4 2017</u>	<u>Q3 2017</u>	<u>Q2 2017</u>	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>
Reserves						
Primary						
Direct Loss Reserves (millions)	\$ 971	\$ 1,090	\$ 1,165	\$ 1,311	\$ 1,413	\$ 1,493
Average Direct Reserve Per Delinquency	\$ 20,851 (2)	\$ 26,430	\$ 28,206	\$ 28,911	\$ 28,104	\$ 29,027
Pool						
Direct loss reserves (millions)	\$ 14	\$ 15	\$ 21	\$ 23	\$ 25	\$ 32
Ending delinquent inventory	1,309	1,426	1,511	1,714	1,883	1,979
Pool claim received inventory included in ending delinquent inventory	42	42	63	64	72	87
Reserves related to Freddie Mac settlement (millions)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 10
Other Gross Reserves (millions)	\$ 1	\$ —	\$ 1	\$ 1	\$ 1	\$ —
Net Paid Claims (millions) (3)	\$ 91	\$ 113	\$ 173	\$ 128	\$ 149	\$ 161
Total primary (excluding settlements)	89	101	126	130	133	147
Rescission and NPL settlements	—	9	45	—	1	1
Pool - with aggregate loss limits	1	1	2	1	2	1
Pool - without aggregate loss limits	1	1	2	1	2	2
Pool - Freddie Mac settlement	—	—	—	—	10	11
Reinsurance	(5)	(3)	(6)	(9)	(4)	(5)
Other	5	4	4	5	5	4
Reinsurance terminations (3)	—	—	—	—	—	(3)
Primary Average Claim Payment (thousands)	\$ 49.2	\$ 46.4 (4)	\$ 49.1 (4)	\$ 49.1 (4)	\$ 48.3 (4)	\$ 48.1 (4)
Flow only	\$ 45.1	\$ 43.7 (4)	\$ 45.0 (4)	\$ 45.2 (4)	\$ 44.0 (4)	\$ 44.8 (4)
Reinsurance excluding captives						
% insurance inforce subject to reinsurance	78.2 %	78.3%	77.6%	76.8%	76.3%	75.3%
% quarterly NIW subject to reinsurance	77.0 %	86.1%	88.2%	85.9%	89.3%	88.4%
Ceded premium written and earned (millions)	\$ 32.3	\$ 30.9	\$ 28.9	\$ 28.9	\$ 32.1	\$ 31.7
Ceded losses incurred (millions)	\$ 7.3	\$ 5.9	\$ 4.4	\$ 4.7	\$ 8.2	\$ 7.4
Ceding commissions (millions) (included in underwriting and other expenses)	\$ 12.6	\$ 12.5	\$ 12.2	\$ 12.0	\$ 12.0	\$ 12.1
Profit commission (millions) (included in ceded premiums)	\$ 30.6	\$ 31.6	\$ 32.3	\$ 31.1	\$ 27.7	\$ 29.0
Direct Pool RIF (millions)						
With aggregate loss limits	\$ 236	\$ 238	\$ 239	\$ 242	\$ 244	\$ 247
Without aggregate loss limits	\$ 235	\$ 251	\$ 267	\$ 284	\$ 303	\$ 321

	<u>Q4 2017</u>	<u>Q3 2017</u>	<u>Q2 2017</u>	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>
Bulk Primary Insurance Statistics						
Insurance in force (billions)	\$ 8.0	\$ 8.3	\$ 8.7	\$ 9.0	\$ 9.2	\$ 9.6
Risk in force (billions)	\$ 2.2	\$ 2.4	\$ 2.5	\$ 2.5	\$ 2.6	\$ 2.7
Average loan size (thousands)	\$ 144.61	\$ 145.37	\$ 144.93	\$ 144.68	\$ 145.05	\$ 145.73
Number of delinquent loans	10,765	10,734	10,746	11,499	12,453	12,881
Delinquency rate	19.47 %	18.73%	17.92%	18.49%	19.48%	19.59%
Primary paid claims (millions)	\$ 25	\$ 26	\$ 31	\$ 33	\$ 35	(4) \$ 37 (4)
Average claim payment (thousands)	\$ 64.4	\$ 56.1	\$ 67.7	\$ 66.6	\$ 65.8	(4) \$ 61.4 (4)
Mortgage Guaranty Insurance Corporation - Risk to Capital						
	9.5:1	(5) 10.1:1	10.2:1	10.4:1	10.7:1	11.1:1
Combined Insurance Companies - Risk to Capital						
	10.5:1	(5) 11.1:1	11.3:1	11.6:1	12.0:1	12.6:1
GAAP loss ratio (insurance operations only)						
	(13.1)%	12.5%	11.8%	12.1%	20.3%	25.7%
GAAP underwriting expense ratio (insurance operations only)						
	15.9 %	15.7%	15.6%	17.0%	15.8%	14.7%

Note: The FICO credit score for a loan with multiple borrowers is the lowest of the borrowers' "decision FICO scores." A borrower's "decision FICO score" is determined as follows: if there are three FICO scores available, the middle FICO score is used; if two FICO scores are available, the lower of the two is used; if only one FICO score is available, it is used.

Note: Average claim paid may vary from period to period due to amounts associated with mitigation efforts.

(1) Includes loans with annual and split payments

(2) Excluding our estimate of delinquencies resulting from hurricane activity and their associated loss reserves, the average direct reserve per delinquency was approximately \$24,000.

(3) Net paid claims, as presented, does not include amounts received in conjunction with terminations or commutations of reinsurance agreements.

(4) Excludes amounts paid in settlement disputes for claims paying practices and/or commutations of non-performing loans

(5) Preliminary

Risk Factors

As used below, “we,” “our” and “us” refer to MGIC Investment Corporation’s consolidated operations or to MGIC Investment Corporation, as the context requires, and “MGIC” refers to Mortgage Guaranty Insurance Corporation.

Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and / or increase our losses.

Our private mortgage insurance competitors include:

- Arch Mortgage Insurance Company,
- Essent Guaranty, Inc.,
- Genworth Mortgage Insurance Corporation,
- National Mortgage Insurance Corporation, and
- Radian Guaranty Inc.

The private mortgage insurance industry is highly competitive and is expected to remain so. We believe that we currently compete with other private mortgage insurers based on pricing, underwriting requirements, financial strength (including based on credit or financial strength ratings), customer relationships, name recognition, reputation, the strength of our management team and field organization, the ancillary products and services provided to lenders and the effective use of technology and innovation in the delivery and servicing of our mortgage insurance products.

Much of the competition in the industry has centered on pricing practices which, in the last few years included: (i) reductions in standard filed rates on borrower-paid policies, (ii) use by certain competitors of a spectrum of filed rates to allow for formulaic, risk-based pricing (commonly referred to as “black-box” pricing); and (iii) use of customized rates (discounted from published rates). The willingness of mortgage insurers to offer reduced pricing (through filed or customized rates) has been met with an increased demand from various lenders for reduced rate products. There can be no assurance that pricing competition will not intensify further, which could result in a decrease in our new insurance written and/or returns.

In 2016 and 2017, approximately 5% and 4%, respectively, of our new insurance written was for loans for which one lender was the original insured. Our relationships with our customers could be adversely affected by a variety of factors, including if our premium rates are higher than those of our competitors, our underwriting requirements result in our declining to insure some of the loans originated by our customers, or our insurance policy rescissions and claim curtailments affect the customer.

Certain of our competitors have access to capital at a lower cost of capital than we do (including, as a result of off-shore reinsurance vehicles, which are also tax-advantaged). As a result, they may be better positioned to compete outside of traditional mortgage insurance, including if Fannie Mae and Freddie Mac (the “GSEs”) pursue alternative forms of credit enhancement. In addition, because of their tax advantages, certain competitors may be able to achieve higher after-tax rates of return on their NIW compared to us, which could allow them to leverage reduced pricing to gain market share.

Substantially all of our insurance written since 2008 has been for loans purchased by the GSEs. The current private mortgage insurer eligibility requirements (“PMIERS”) of the GSEs require a mortgage insurer to maintain a minimum amount of assets to support its insured risk, as discussed in our risk factor titled *“We may not continue to meet the GSEs’ private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility.”* The PMIERS do not require an insurer to maintain minimum financial strength ratings; however, our financial strength ratings can affect us in the following ways:

- A downgrade in our financial strength ratings could result in increased scrutiny of our financial condition by the GSEs and/or our customers, potentially resulting in a decrease in the amount of our new insurance written.

- Our ability to participate in the non-GSE mortgage market (which has been limited since 2008, but may grow in the future), could depend on our ability to maintain and improve our investment grade ratings for our mortgage insurance subsidiaries. We could be competitively disadvantaged with some market participants because the financial strength ratings of our insurance subsidiaries are lower than those of some competitors. MGIC's financial strength rating from Moody's is Baa2 (with a stable outlook) and from Standard & Poor's is BBB+ (with a stable outlook).
- Financial strength ratings may also play a greater role if the GSEs no longer operate in their current capacities, for example, due to legislative or regulatory action. In addition, although the PMIERS do not require minimum financial strength ratings, the GSEs consider financial strength ratings to be important when utilizing forms of credit enhancement other than traditional mortgage insurance, as discussed in our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

If we are unable to compete effectively in the current or any future markets as a result of the financial strength ratings assigned to our insurance subsidiaries, our future new insurance written could be negatively affected.

The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.

Alternatives to private mortgage insurance include:

- lenders using FHA, VA and other government mortgage insurance programs,
- investors using risk mitigation and credit risk transfer techniques other than private mortgage insurance,
- lenders and other investors holding mortgages in portfolio and self-insuring, and
- lenders originating mortgages using piggyback structures to avoid private mortgage insurance, such as a first mortgage with an 80% loan-to-value ratio and a second mortgage with a 10%, 15% or 20% loan-to-value ratio (referred to as 80-10-10, 80-15-5 or 80-20 loans, respectively) rather than a first mortgage with a 90%, 95% or 100% loan-to-value ratio that has private mortgage insurance.

The GSEs (and other investors) have used alternative forms of credit enhancement other than private mortgage insurance, such as obtaining insurance from non-mortgage insurers, engaging in credit-linked note transactions executed in the capital markets, or using other forms of debt issuances or securitizations that transfer credit risk directly to other investors; using other risk mitigation techniques in conjunction with reduced levels of private mortgage insurance coverage; or accepting credit risk without credit enhancement. Although the alternative forms of credit enhancement used by the GSEs in the past several years have not displaced primary mortgage insurance, the forms continue to evolve.

The FHA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was an estimated 36.6% in the first nine months of 2017, 35.5% in 2016, and 39.3% in 2015. In the past ten years, the FHA's share has been as low as 17.1% in 2007 and as high as 68.7% in 2009. Factors that influence the FHA's market share include relative rates and fees, underwriting guidelines and loan limits of the FHA, VA, private mortgage insurers and the GSEs; lenders' perceptions of legal risks under FHA versus GSE programs; flexibility for the FHA to establish new products as a result of federal legislation and programs; returns expected to be obtained by lenders for Ginnie Mae securitization of FHA-insured loans compared to those obtained from selling loans to Fannie Mae or Freddie Mac for securitization; and differences in policy terms, such as the ability of a borrower to cancel insurance coverage under certain circumstances. We cannot predict how the factors that affect the FHA's share of new insurance written will change in the future.

The VA's share of the low down payment residential mortgages that were subject to FHA, VA, USDA or primary private mortgage insurance was an estimated 23.8% in the first nine months of 2017, 26.6% in 2016, and 23.9% in 2015. In the past ten years, the VA's share has been as low as 5.4% in 2007 and as high as 26.6% in 2016. We believe that the VA's market share has generally been increasing because the VA offers 100% LTV loans and charges a one-time funding fee that can be included in the loan amount but no additional monthly expense, and because of an increase in the number of borrowers who are eligible for the VA's program.

Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.

The GSEs' charters generally require credit enhancement for a low down payment mortgage loan (a loan amount that exceeds 80% of a home's value) in order for such loan to be eligible for purchase by the GSEs. Lenders generally have used private mortgage insurance to satisfy this credit enhancement requirement and low down payment mortgages purchased by the GSEs generally are insured with private mortgage insurance. As a result, the business practices of the GSEs greatly impact our business and include:

- private mortgage insurer eligibility requirements of the GSEs (for information about the financial requirements included in the PMIERS, see our risk factor titled *"We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility"*),
- the level of private mortgage insurance coverage, subject to the limitations of the GSEs' charters (which may be changed by federal legislation), when private mortgage insurance is used as the required credit enhancement on low down payment mortgages,
- the amount of loan level price adjustments and guaranty fees (which result in higher costs to borrowers) that the GSEs assess on loans that require private mortgage insurance,
- whether the GSEs influence the mortgage lender's selection of the mortgage insurer providing coverage and, if so, any transactions that are related to that selection,
- the underwriting standards that determine which loans are eligible for purchase by the GSEs, which can affect the quality of the risk insured by the mortgage insurer and the availability of mortgage loans,
- the terms on which mortgage insurance coverage can be canceled before reaching the cancellation thresholds established by law,
- the programs established by the GSEs intended to avoid or mitigate loss on insured mortgages and the circumstances in which mortgage servicers must implement such programs,
- the terms that the GSEs require to be included in mortgage insurance policies for loans that they purchase,
- the terms on which the GSEs offer lenders relief on their representations and warranties made at the time of sale of a loan to the GSEs, which creates pressure on mortgage insurers to limit their rescission rights to conform to such relief, and the extent to which the GSEs intervene in mortgage insurers' claims paying practices, rescission practices or rescission settlement practices with lenders, and
- the maximum loan limits of the GSEs in comparison to those of the FHA and other investors.

The Federal Housing Finance Agency ("FHFA") has been the conservator of the GSEs since 2008 and has the authority to control and direct their operations. The increased role that the federal government has assumed in the residential housing finance system through the GSE conservatorship may increase the likelihood that the business practices of the GSEs change in ways that have a material adverse effect on us and that the charters of the GSEs are changed by new federal legislation. In the past, members of Congress have introduced several bills intended to change the business practices of the GSEs and the FHA; however, no legislation has been enacted. The Administration has indicated that the conservatorship of the GSEs should end; however, it is unclear whether and when that would occur and how that would impact us. As a result of the matters referred to above, it is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the residential housing finance system in the future or the impact of any such changes on our business. In addition, the timing of the impact of any resulting changes on our business is uncertain. Most meaningful changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility.

We must comply with the PMIERS to be eligible to insure loans purchased by the GSEs. The PMIERS include financial requirements, as well as business, quality control and certain transaction approval requirements. The

financial requirements of the PMIERS require a mortgage insurer's "Available Assets" (generally only the most liquid assets of an insurer) to equal or exceed its "Minimum Required Assets" (which are based on an insurer's book and are calculated from tables of factors with several risk dimensions and are subject to a floor amount). Based on our interpretation of the PMIERS, as of December 31, 2017, MGIC's Available Assets totaled \$4.8 billion, or \$0.8 billion in excess of its Minimum Required Assets. MGIC is in compliance with the PMIERS and eligible to insure loans purchased by the GSEs.

If MGIC ceases to be eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our new business writings. Factors that may negatively impact MGIC's ability to continue to comply with the financial requirements of the PMIERS include the following:

- On December 18, 2017, we received a summary of proposed changes to the PMIERS that are being recommended to the FHFA by the GSEs. Once the PMIERS are finalized, we expect a six-month implementation period before the revised PMIERS are effective. We expect that effectiveness will not be earlier than the fourth quarter of 2018.

If the GSE-recommended changes are adopted with an effective date in the fourth quarter of 2018, we expect that at the effective date, MGIC would continue to have an excess of Available Assets over Minimum Required Assets, although this excess would be materially lower than it was at December 31, 2017 under the existing PMIERS, and that MGIC would continue to be able to pay quarterly dividends to our holding company at the \$50 million quarterly rate at which they were paid in the fourth quarter of 2017. As a result, we expect cash at our holding company during the fourth quarter of 2018 would increase over what it was at December 31, 2017.

We have non-disclosure obligations to each of the GSEs and cannot provide further comment on the specific provisions of the GSE-recommended changes other than as described above. Until the GSEs and/or FHFA provide public disclosure of proposed or final changes to the existing PMIERS, we do not plan to update or correct any of the disclosure above or provide any additional disclosure regarding any modifications that may occur in the GSE-recommended changes to PMIERS.

- Our future operating results may be negatively impacted by the matters discussed in the rest of these risk factors. Such matters could decrease our revenues, increase our losses or require the use of assets, thereby creating a shortfall in Available Assets.
- Should capital be needed by MGIC in the future, capital contributions from our holding company may not be available due to competing demands on holding company resources, including for repayment of debt.

While on an overall basis, the amount of Available Assets MGIC must hold in order to continue to insure GSE loans increased under the PMIERS over what state regulation currently requires, our reinsurance transactions mitigate the negative effect of the PMIERS on our returns. In this regard, see the first bullet point above.

The benefit of our net operating loss carryforwards may become substantially limited.

As of December 31, 2017, we had approximately \$742.1 million of net operating losses for tax purposes that we can use in certain circumstances to offset future taxable income and thus reduce our federal income tax liability. Any unutilized carryforwards are scheduled to expire at the end of tax years 2032 through 2033. Our ability to utilize these net operating losses to offset future taxable income may be significantly limited if we experience an "ownership change" as defined in Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"). In general, an ownership change will occur if there is a cumulative change in our ownership by "5-percent shareholders" (as defined in the Code) that exceeds 50 percentage points over a rolling three-year period. A corporation that experiences an ownership change will generally be subject to an annual limitation on the corporation's subsequent use of net operating loss carryovers that arose from pre-ownership change periods and use of losses that are subsequently recognized with respect to assets that had a built-in-loss on the date of the ownership change. The amount of the annual limitation generally equals the fair value of the corporation immediately before the ownership change multiplied by the long-term tax-exempt interest rate (subject to certain adjustments). To the extent that the limitation in a post-ownership-change year is not fully utilized, the amount of the limitation for the succeeding year will be increased.

While we have adopted our Amended and Restated Rights Agreement to minimize the likelihood of transactions in our stock resulting in an ownership change, future issuances of equity-linked securities or transactions in our stock and equity-linked securities that may not be within our control may cause us to experience an ownership

change. If we experience an ownership change, we may not be able to fully utilize our net operating losses, resulting in additional income taxes and a reduction in our shareholders' equity.

We are involved in legal proceedings and are subject to the risk of additional legal proceedings in the future.

Before paying an insurance claim, we review the loan and servicing files to determine the appropriateness of the claim amount. When reviewing the files, we may determine that we have the right to rescind coverage on the loan. In our SEC reports, we refer to insurance rescissions and denials of claims collectively as "rescissions" and variations of that term. In addition, our insurance policies generally provide that we can reduce or deny a claim if the servicer did not comply with its obligations under our insurance policy. We call such reduction of claims "curtailments." In recent quarters, an immaterial percentage of claims received in a quarter have been resolved by rescissions. In each of 2016 and 2017, curtailments reduced our average claim paid by approximately 5.5% and 5.6%, respectively.

Our loss reserving methodology incorporates our estimates of future rescissions, curtailments, and reversals of rescissions and curtailments. A variance between ultimate actual rescission, curtailment and reversal rates and our estimates, as a result of the outcome of litigation, settlements or other factors, could materially affect our losses.

When the insured disputes our right to rescind coverage or curtail claims, we generally engage in discussions in an attempt to settle the dispute. If we are unable to reach a settlement, the outcome of a dispute ultimately would be determined by legal proceedings.

Under ASC 450-20, until a liability associated with settlement discussions or legal proceedings becomes probable and can be reasonably estimated, we consider our claim payment or rescission resolved for financial reporting purposes and do not accrue an estimated loss. Where we have determined that a loss is probable and can be reasonably estimated, we have recorded our best estimate of our probable loss. If we are not able to implement settlements we consider probable, we intend to defend MGIC vigorously against any related legal proceedings.

In addition to matters for which we have recorded a probable loss, we are involved in other discussions and/or proceedings with insureds with respect to our claims paying practices. Although it is reasonably possible that when these matters are resolved we will not prevail in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. We estimate the maximum exposure associated with matters where a loss is reasonably possible to be approximately \$285 million, although we believe (but can give no assurance that) we will ultimately resolve these matters for significantly less than this amount. This estimate of our maximum exposure does not include interest or consequential or exemplary damages.

Mortgage insurers, including MGIC, have been involved in litigation and regulatory actions related to alleged violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. While these proceedings in the aggregate have not resulted in material liability for MGIC, there can be no assurance that the outcome of future proceedings, if any, under these laws would not have a material adverse effect on us. In addition, various regulators, including the CFPB, state insurance commissioners and state attorneys general may bring other actions seeking various forms of relief in connection with alleged violations of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our practices are in conformity with applicable laws and regulations, it is not possible to predict the eventual scope, duration or outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

In addition to the matters described above, we are involved in other legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings will not have a material adverse effect on our financial position or results of operations.

We are subject to comprehensive regulation and other requirements, which we may fail to satisfy.

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business. State insurance regulatory authorities could take actions, including changes in capital requirements, that could have a material adverse effect on us. For more information about state capital

requirements, see our risk factor titled *“State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.”* To the extent that we are construed to make independent credit decisions in connection with our contract underwriting activities, we also could be subject to increased regulatory requirements under the Equal Credit Opportunity Act, commonly known as ECOA, the FCRA, and other laws. For more details about the various ways in which our subsidiaries are regulated, see “Regulation” in Item 1 of our Annual Report on Form 10-K filed with the SEC on February 21, 2017. In addition to regulation by state insurance regulators, the CFPB may issue additional rules or regulations, which may materially affect our business.

In December 2013, the U.S. Treasury Department’s Federal Insurance Office released a report that calls for federal standards and oversight for mortgage insurers to be developed and implemented. It is uncertain if and when the standards and oversight will become effective and what form they will take.

Resolution of our dispute with the Internal Revenue Service could adversely affect us.

The Internal Revenue Service (“IRS”) completed examinations of our federal income tax returns for the years 2000 through 2007 and issued proposed assessments for taxes, interest and penalties related to our treatment of the flow-through income and loss from an investment in a portfolio of residual interests of Real Estate Mortgage Investment Conduits (“REMICs”). The IRS indicated that it did not believe that, for various reasons, we had established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We appealed these assessments within the IRS and in August 2010, we reached a tentative settlement agreement with the IRS which was not finalized.

In 2014, we received Notices of Deficiency (commonly referred to as “90 day letters”) covering the 2000-2007 tax years. The Notices of Deficiency reflect taxes and penalties related to the REMIC matters of \$197.5 million and at December 31, 2017, there would also be interest related to these matters of approximately \$205.0 million. In 2007, we made a payment of \$65.2 million to the United States Department of the Treasury which will reduce any amounts we would ultimately owe. The Notices of Deficiency also reflect additional amounts due of \$261.4 million, which are primarily associated with the disallowance of the carryback of the 2009 net operating loss to the 2004-2007 tax years. We believe the IRS included the carryback adjustments as a precaution to keep open the statute of limitations on collection of the tax that was refunded when this loss was carried back, and not because the IRS actually intends to disallow the carryback permanently. Depending on the outcome of this matter, additional state income taxes and state interest may become due when a final resolution is reached. As of December 31, 2017, those state taxes and interest would approximate \$85.8 million. In addition, there could also be state tax penalties. Our total amount of unrecognized tax benefits as of December 31, 2017 is \$142.8 million, which represents the tax benefits generated by the REMIC portfolio included in our tax returns that we have not taken benefit for in our financial statements, including any related interest.

We filed a petition with the U.S. Tax Court contesting most of the IRS’ proposed adjustments reflected in the Notices of Deficiency and the IRS filed an answer to our petition which continued to assert their claim. The case has twice been scheduled for trial and in each instance, the parties jointly filed, and the U.S. Tax Court approved (most recently in February 2016), motions for continuance to postpone the trial date. Also in February 2016, the U.S. Tax Court approved a joint motion to consolidate for trial, briefing, and opinion, our case with similar cases of Radian Group, Inc., as successor to Enhance Financial Services Group, Inc., et al. The parties have reached agreement on all issues in the case and in the fourth quarter of 2017, the IRS submitted documentation reflecting the terms of the agreement to the Joint Committee on Taxation (“JCT”) for its review, which must be performed before a settlement can be completed. There is no assurance that a settlement will be completed. Based on information that we currently have regarding the status of our ongoing dispute, we recorded a provision for additional taxes and interest of \$29.0 million in 2017.

Should a settlement not be completed, ongoing litigation to resolve our dispute with the IRS could be lengthy and costly in terms of legal fees and related expenses. We would need to make further adjustments, which could be material, to our tax provision and liabilities if our view of the probability of success in this matter changes, and the ultimate resolution of this matter could have a material negative impact on our effective tax rate, results of operations, cash flows, available assets and statutory capital. In this regard, see our risk factors titled *“We may not continue to meet the GSEs’ private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility”* and *“State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.”*

If the models used in our businesses are inaccurate, it could have a material adverse impact on our business, results of operations and financial condition.

We employ proprietary and third party models to project returns, price products, calculate reserves, generate projections used to estimate future pre-tax income and to evaluate loss recognition testing, evaluate risk, determine internal capital requirements, perform stress testing, and for other uses. These models rely on estimates and projections that are inherently uncertain and may not operate as intended. In addition, from time to time we seek to improve certain models, and the conversion process may result in material changes to assumptions, including those about returns and financial results. The models we employ are complex, which increases our risk of error in their design, implementation or use. Also, the associated input data, assumptions and calculations may not be correct, and the controls we have in place to mitigate that risk may not be effective in all cases. The risks related to our models may increase when we change assumptions and/or methodologies, or when we add or change modeling platforms. We have enhanced, and we intend to continue to enhance, our modeling capabilities. Moreover, we may use information we receive through enhancements to refine or otherwise change existing assumptions and/or methodologies.

Because we establish loss reserves only upon a loan default rather than based on estimates of our ultimate losses on risk in force, losses may have a disproportionate adverse effect on our earnings in certain periods.

In accordance with accounting principles generally accepted in the United States, commonly referred to as GAAP, we establish reserves for insurance losses and loss adjustment expenses only when notices of default on insured mortgage loans are received and for loans we estimate are in default but for which notices of default have not yet been reported to us by the servicers (this is often referred to as "IBNR"). Because our reserving method does not take account of losses that could occur from loans that are not delinquent, such losses are not reflected in our financial statements, except in the case where a premium deficiency exists. As a result, future losses on loans that are not currently delinquent may have a material impact on future results as such losses emerge.

Recent hurricanes may impact our incurred losses, the amount and timing of paid claims, our inventory of notices of default and our Minimum Required Assets under PMIERS.

The number of borrowers missing their mortgage payments in the areas affected by recent hurricanes in Texas, Florida and Puerto Rico has increased. Despite the associated increase in our inventory of notices of default, based on our analysis and past experience, we do not expect the recent hurricane activity to result in a material increase in our incurred losses or paid claims. However, the following factors could cause our actual results to differ from our expectation in the forward looking statement in the preceding sentence:

- Third party reports that indicate the extent of flooding in the hurricane-affected areas may be understated.
- Home values in hurricane-affected areas may decrease at the time claims are filed from their current levels thereby adversely affecting our ability to mitigate loss.
- Hurricane-affected areas may experience deteriorating economic conditions resulting in more borrowers defaulting on their loans in the future (or failing to cure existing defaults) than we currently expect.
- If an insured contests our claim denial or curtailment, there can be no assurance we will prevail. We describe how claims under our policy are affected by damage to the borrower's home in our Current Report on Form 8-K filed with the SEC on September 14, 2017.

Due to the suspension of certain foreclosures by the GSEs, our receipt of claims associated with foreclosed mortgages in the hurricane-affected areas may be delayed.

The PMIERS require us to maintain significantly more "Minimum Required Assets" for delinquent loans than for performing loans. An increase in default notices may result in an increase in "Minimum Required Assets" and a decrease in the level of our excess "Available Assets" which is discussed in our risk factor titled "*We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility.*"

Because loss reserve estimates are subject to uncertainties, paid claims may be substantially different than our loss reserves.

When we establish reserves, we estimate the ultimate loss on delinquent loans using estimated claim rates and claim amounts. The estimated claim rates and claim amounts represent our best estimates of what we will actually pay on the loans in default as of the reserve date and incorporate anticipated mitigation from rescissions and curtailments. The establishment of loss reserves is subject to inherent uncertainty and requires judgment by management. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be affected by several factors, including a change in regional or national economic conditions, and a change in the length of time loans are delinquent before claims are received. The change in conditions may include changes in unemployment, affecting borrowers' income and thus their ability to make mortgage payments, and changes in housing values, which may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Changes to our estimates could have a material impact on our future results, even in a stable economic environment. In addition, historically, losses incurred have followed a seasonal trend in which the second half of the year has weaker credit performance than the first half, with higher new default notice activity and a lower cure rate.

We rely on our management team and our business could be harmed if we are unable to retain qualified personnel or successfully develop and/or recruit their replacements.

Our success depends, in part, on the skills, working relationships and continued services of our management team and other key personnel. The unexpected departure of key personnel could adversely affect the conduct of our business. In such event, we would be required to obtain other personnel to manage and operate our business. In addition, we will be required to replace the knowledge and expertise of our aging workforce as our workers retire. In either case, there can be no assurance that we would be able to develop or recruit suitable replacements for the departing individuals; that replacements could be hired, if necessary, on terms that are favorable to us; or that we can successfully transition such replacements in a timely manner. We currently have not entered into any employment agreements with our officers or key personnel. Volatility or lack of performance in our stock price may affect our ability to retain our key personnel or attract replacements should key personnel depart. Without a properly skilled and experienced workforce, our costs, including productivity costs and costs to replace employees may increase, and this could negatively impact our earnings.

If the volume of low down payment home mortgage originations declines, the amount of insurance that we write could decline.

The factors that may affect the volume of low down payment mortgage originations include:

- restrictions on mortgage credit due to more stringent underwriting standards, liquidity issues or risk-retention and/or capital requirements affecting lenders,
- the level of home mortgage interest rates,
- the health of the domestic economy as well as conditions in regional and local economies and the level of consumer confidence,
- housing affordability,
- new and existing housing availability,
- the rate of household formation, which is influenced, in part, by population and immigration trends,
- the rate of home price appreciation, which in times of heavy refinancing can affect whether refinanced loans have loan-to-value ratios that require private mortgage insurance, and
- government housing policy encouraging loans to first-time homebuyers.

A decline in the volume of low down payment home mortgage originations could decrease demand for mortgage insurance and decrease our new insurance written. For other factors that could decrease the demand for mortgage insurance, see our risk factor titled *"The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance."*

State capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.

The insurance laws of 16 jurisdictions, including Wisconsin, MGIC's domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to its risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "State Capital Requirements." While they vary among jurisdictions, the most common State Capital Requirements allow for a maximum risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if (i) the percentage decrease in capital exceeds the percentage decrease in insured risk, or (ii) the percentage increase in capital is less than the percentage increase in insured risk. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires a minimum policyholder position ("MPP"). The "policyholder position" of a mortgage insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums.

At December 31, 2017, MGIC's risk-to-capital ratio was 9.5 to 1, below the maximum allowed by the jurisdictions with State Capital Requirements, and its policyholder position was \$2.1 billion above the required MPP of \$1.2 billion. In calculating our risk-to-capital ratio and MPP, we are allowed full credit for the risk ceded under our reinsurance transactions with a group of unaffiliated reinsurers. It is possible that under the revised State Capital Requirements discussed below, MGIC will not be allowed full credit for the risk ceded to the reinsurers. If MGIC is not allowed an agreed level of credit under either the State Capital Requirements or the PMIERS, MGIC may terminate the reinsurance transactions, without penalty. At this time, we expect MGIC to continue to comply with the current State Capital Requirements; however, you should read the rest of these risk factors for information about matters that could negatively affect such compliance.

At December 31, 2017, the risk-to-capital ratio of our combined insurance operations (which includes a reinsurance affiliate) was 10.5 to 1. Reinsurance transactions with our affiliate permit MGIC to write insurance with a higher coverage percentage than it could on its own under certain state-specific requirements. A higher risk-to-capital ratio on a combined basis may indicate that, in order for MGIC to continue to utilize reinsurance arrangements with its reinsurance affiliate, additional capital contributions to the affiliate could be needed.

The NAIC plans to revise the minimum capital and surplus requirements for mortgage insurers that are provided for in its Mortgage Guaranty Insurance Model Act. In May 2016, a working group of state regulators released an exposure draft of a risk-based capital framework to establish capital requirements for mortgage insurers, although no date has been established by which the NAIC must propose revisions to the capital requirements and certain items have not yet been completely addressed by the framework, including the treatment of ceded risk, minimum capital floors, and action level triggers. Currently we believe that the PMIERS contain the more restrictive capital requirements in most circumstances.

While MGIC currently meets the State Capital Requirements of Wisconsin and all other jurisdictions, it could be prevented from writing new business in the future in all jurisdictions if it fails to meet the State Capital Requirements of Wisconsin, or it could be prevented from writing new business in a particular jurisdiction if it fails to meet the State Capital Requirements of that jurisdiction, and in each case MGIC does not obtain a waiver of such requirements. It is possible that regulatory action by one or more jurisdictions, including those that do not have specific State Capital Requirements, may prevent MGIC from continuing to write new insurance in such jurisdictions. If we are unable to write business in all jurisdictions, lenders may be unwilling to procure insurance from us anywhere. In addition, a lender's assessment of the future ability of our insurance operations to meet the State Capital Requirements or the PMIERS may affect its willingness to procure insurance from us. In this regard, see our risk factor titled "*Competition or changes in our relationships with our customers could reduce our revenues, reduce our premium yields and/or increase our losses.*" A possible future failure by MGIC to meet the State Capital Requirements or the PMIERS will not necessarily mean that MGIC lacks sufficient resources to pay claims on its insurance liabilities. While we believe MGIC has sufficient claims paying resources to meet its claim obligations on its insurance in force on a timely basis, you should read the rest of these risk factors for information about matters that could negatively affect MGIC's claims paying resources.

Downturns in the domestic economy or declines in the value of borrowers' homes from their value at the time their loans closed may result in more homeowners defaulting and our losses increasing, with a corresponding decrease in our returns.

Losses result from events that reduce a borrower's ability or willingness to continue to make mortgage payments, such as unemployment, health issues, family status, and whether the home of a borrower who defaults on his mortgage can be sold for an amount that will cover unpaid principal and interest and the expenses of the sale. In general, favorable economic conditions reduce the likelihood that borrowers will lack sufficient income to pay their mortgages and also favorably affect the value of homes, thereby reducing and in some cases even eliminating

a loss from a mortgage default. A deterioration in economic conditions, including an increase in unemployment, generally increases the likelihood that borrowers will not have sufficient income to pay their mortgages and can also adversely affect housing values, which in turn can influence the willingness of borrowers with sufficient resources to make mortgage payments to do so when the mortgage balance exceeds the value of the home. Housing values may decline even absent a deterioration in economic conditions due to declines in demand for homes, which in turn may result from changes in buyers' perceptions of the potential for future appreciation, restrictions on and the cost of mortgage credit due to more stringent underwriting standards, higher interest rates generally, changes to the deductibility of mortgage interest or mortgage insurance premiums for income tax purposes, decreases in the rate of household formations, or other factors. Recently enacted tax legislation could have some negative impact on housing values especially on higher priced homes, but we cannot predict the magnitude of the impact, if any, on the values of the homes we insure. Changes in housing values and unemployment levels are inherently difficult to forecast given the uncertainty in the current market environment, including uncertainty about the effect of actions the federal government has taken and may take with respect to tax policies, mortgage finance programs and policies, and housing finance reform.

The mix of business we write affects our Minimum Required Assets under the PMIERS, our premium yields and the likelihood of losses occurring.

The Minimum Required Assets under the PMIERS are, in part, a function of the direct risk-in-force and the risk profile of the loans we insure, considering loan-to-value ratio, credit score, vintage, Home Affordable Refinance Program ("HARP") status and delinquency status; and whether the loans were insured under lender-paid mortgage insurance policies or other policies that are not subject to automatic termination consistent with the Homeowners Protection Act requirements for borrower paid mortgage insurance. Therefore, if our direct risk-in-force increases through increases in new insurance written, or if our mix of business changes to include loans with higher loan-to-value ratios or lower FICO scores, for example, or if we insure a higher percentage of loans under lender-paid mortgage insurance policies, all other things equal, we will be required to hold more Available Assets in order to maintain GSE eligibility.

The minimum capital required by the risk-based capital framework contained in the exposure draft released by the NAIC in May 2016 would be, in part, a function of certain loan and economic factors, including property location, loan-to-value ratio and credit score; general underwriting quality in the market at the time of loan origination; the age of the loan; and the premium rate we charge. Depending on the provisions of the capital requirements when they are released in final form and become effective, our mix of business may affect the minimum capital we are required to hold under the new framework.

Beginning in 2014, we have increased the percentage of our business from lender-paid single premium policies. Depending on the actual life of a single premium policy and its premium rate relative to that of a monthly premium policy, a single premium policy may generate more or less premium than a monthly premium policy over its life.

We have in place quota share reinsurance transactions with a group of unaffiliated reinsurers that cover most of our insurance written from 2013 through 2017, and a portion of our insurance written prior to 2013. Although the transactions reduce our premiums, they have a lesser impact on our overall results, as losses ceded under the transactions reduce our losses incurred and the ceding commissions we receive reduce our underwriting expenses. The net cost of reinsurance, with respect to a covered loan, is 6% (but can be lower if losses are materially higher than we expect). This cost is derived by dividing the reduction in our pre-tax net income from such loan with reinsurance by our direct (that is, without reinsurance) premiums from such loan. Although the net cost of the reinsurance is generally constant at 6%, the effect of the reinsurance on the various components of pre-tax income will vary from period to period, depending on the level of ceded losses. We expect that in the first quarter of 2018, we will enter into an agreement covering most of our new insurance written in 2018, on terms no less favorable than our existing transactions. GSE approval of those transactions is subject to several conditions and the transactions will be reviewed under the PMIERS at least annually by the GSEs. We may not receive full credit under the PMIERS for the risk ceded under our quota share reinsurance transactions.

In addition to the effect of reinsurance on our premiums, we expect a modest decline in our premium yield resulting from the premium rates themselves: the books we wrote before 2009, which have a higher average premium rate than subsequent books, are expected to continue to decline as a percentage of the insurance in force; and the average premium rate on these books is also expected to decline as the premium rates reset to lower levels at the time the loans reach the ten-year anniversary of their initial coverage date. However, for loans that have utilized HARP, the initial ten-year period was reset to begin as of the date of the HARP transaction. As of December 31, 2017, approximately 1% of our total primary insurance in force was written in 2008, has not been refinanced under HARP and is subject to a reset after ten years.

The circumstances in which we are entitled to rescind coverage have narrowed for insurance we have written in recent years. During the second quarter of 2012, we began writing a portion of our new insurance under an endorsement to our then existing master policy (the "Gold Cert Endorsement"), which limited our ability to rescind coverage compared to that master policy. To comply with requirements of the GSEs, we introduced our current master policy in 2014. Our rescission rights under our current master policy are comparable to those under our previous master policy, as modified by the Gold Cert Endorsement, but may be further narrowed if the GSEs permit modifications to them. Our current master policy is filed as Exhibit 99.19 to our quarterly report on Form 10-Q for the quarter ended September 30, 2014 (filed with the SEC on November 7, 2014). All of our primary new insurance on loans with mortgage insurance application dates on or after October 1, 2014, was written under our current master policy. As of December 31, 2017, approximately 74% of our flow, primary insurance in force was written under our Gold Cert Endorsement or our current master policy.

From time to time, in response to market conditions, we change the types of loans that we insure and the requirements under which we insure them. We also change our underwriting guidelines, in part through aligning some of them with Fannie Mae and Freddie Mac for loans that receive and are processed in accordance with certain approval recommendations from a GSE automated underwriting system. As a result of changes to our underwriting guidelines and requirements (including those related to debt to income levels ("DTIs"), credit scores, and the manner in which income levels and property values are determined) and other factors, our business written beginning in the second half of 2013 is expected to have a somewhat higher claim incidence than business written in 2009 through the first half of 2013, but materially below that on business written in 2005-2008. However, we believe this business presents an acceptable level of risk. The number of loans we insured with DTIs greater than 45% increased in the second half of 2017 after the requirements of a GSE automated underwriting system were made more liberal; however, effective for loans we insure beginning in March 2018, we increased the credit score required in connection with such loans. Our underwriting requirements are available on our website at <http://www.mgic.com/underwriting/index.html>. We monitor the competitive landscape and will make adjustments to our pricing and underwriting guidelines as warranted. We also make exceptions to our underwriting requirements on a loan-by-loan basis and for certain customer programs. Together, the number of loans for which exceptions were made, which in total are expected to have a somewhat higher claim incidence than loans that meet our guidelines, accounted for fewer than 2% of the loans we insured in each of 2016 and 2017.

Even when housing values are stable or rising, mortgages with certain characteristics have higher probabilities of claims. These characteristics include loans with higher loan-to-value ratios, lower FICO scores, limited underwriting, including limited borrower documentation, or higher DTIs, as well as loans having combinations of higher risk factors. As of December 31, 2017, approximately 13.8% of our primary risk in force consisted of loans with loan-to-value ratios greater than 95%, 3.0% had FICO scores below 620, and 2.8% had limited underwriting, including limited borrower documentation, each attribute as determined at the time of loan origination. A material number of these loans were originated in 2005 - 2007 or the first half of 2008. For information about our classification of loans by FICO score and documentation, see footnotes (6) and (7) to the Characteristics of Primary Risk in Force table under "Business - Our Products and Services" in Item 1 of our Annual Report on Form 10-K filed with the SEC on February 21, 2017.

As of December 31, 2017, approximately 1% of our primary risk in force consisted of adjustable rate mortgages in which the initial interest rate may be adjusted during the five years after the mortgage closing ("ARMs"). We classify as fixed rate loans adjustable rate mortgages in which the initial interest rate is fixed during the five years after the mortgage closing. If interest rates should rise between the time of origination of such loans and when their interest rates may be reset, claims on ARMs and adjustable rate mortgages whose interest rates may only be adjusted after five years would be substantially higher than for fixed rate loans. In addition, we have insured "interest-only" loans, which may also be ARMs, and loans with negative amortization features, such as pay option ARMs. We believe claim rates on these loans will be substantially higher than on loans without scheduled payment increases that are made to borrowers of comparable credit quality.

If state or federal regulations or statutes are changed in ways that ease mortgage lending standards and/or requirements, or if lenders seek ways to replace business in times of lower mortgage originations, it is possible that more mortgage loans could be originated with higher risk characteristics than are currently being originated such as loans with lower FICO scores and higher DTIs. Lenders could pressure mortgage insurers to insure such loans. Although we attempt to incorporate these higher expected claim rates into our underwriting and pricing models, there can be no assurance that the premiums earned and the associated investment income will be adequate to compensate for actual losses even under our current underwriting requirements. We do, however, believe that our insurance written beginning in the second half of 2008 will generate underwriting profits.

The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations.

We set premiums at the time a policy is issued based on our expectations regarding likely performance of the insured risks over the long-term. Our premiums are subject to approval by state regulatory agencies, which can delay or limit our ability to increase our premiums. Generally, we cannot cancel mortgage insurance coverage or adjust renewal premiums during the life of a mortgage insurance policy. As a result, higher than anticipated claims generally cannot be offset by premium increases on policies in force or mitigated by our non-renewal or cancellation of insurance coverage. The premiums we charge, and the associated investment income, may not be adequate to compensate us for the risks and costs associated with the insurance coverage provided to customers. An increase in the number or size of claims, compared to what we anticipate, could adversely affect our results of operations or financial condition. Our premium rates are also based in part on the amount of capital we are required to hold against the insured risk. If the amount of capital we are required to hold increases from the amount we were required to hold when a policy was written, we cannot adjust premiums to compensate for this and our returns may be lower than we assumed.

The losses we have incurred on our 2005-2008 books have exceeded our premiums from those books. Our current expectation is that the incurred losses from those books, although declining, will continue to generate a material portion of our total incurred losses for a number of years. The ultimate amount of these losses will depend in part on general economic conditions, including unemployment, and the direction of home prices.

We are susceptible to disruptions in the servicing of mortgage loans that we insure.

We depend on reliable, consistent third-party servicing of the loans that we insure. Over the last several years, the mortgage loan servicing industry has experienced consolidation and an increase in the number of specialty servicers servicing delinquent loans. The resulting change in the composition of servicers could lead to disruptions in the servicing of mortgage loans covered by our insurance policies. Further changes in the servicing industry resulting in the transfer of servicing could cause a disruption in the servicing of delinquent loans which could reduce servicers' ability to undertake mitigation efforts that could help limit our losses. Future housing market conditions could lead to additional increases in delinquencies and transfers of servicing.

Changes in interest rates, house prices or mortgage insurance cancellation requirements may change the length of time that our policies remain in force.

The premium from a single premium policy is collected upfront and generally earned over the estimated life of the policy. In contrast, premiums from a monthly premium policy are received and earned each month over the life of the policy. In each year, most of our premiums earned are from insurance that has been written in prior years. As a result, the length of time insurance remains in force, which is generally measured by persistency (the percentage of our insurance remaining in force from one year prior), is a significant determinant of our revenues. Future premiums on our monthly premium policies in force represent a material portion of our claims paying resources and a low persistency rate will reduce those future premiums. In contrast, a higher than expected persistency rate will decrease the profitability from single premium policies because they will remain in force longer than was estimated when the policies were written.

The monthly premium policies for the substantial majority of loans we insured provides that, for the first ten years of the policy, the premium is determined by the product of the premium rate and the initial loan balance; thereafter, a lower premium rate is applied to the initial loan balance. The initial ten-year period is reset when the loan is refinanced under HARP. The premiums on many of the policies in our 2007 book that were not refinanced under HARP reset in 2017. As of December 31, 2017, approximately 1% of our total primary insurance in force was written in 2008, has not been refinanced under HARP, and is subject to a rate reset after ten years.

Our persistency rate was 80.1% at December 31, 2017, 76.9% at December 31, 2016 and 79.7% at December 31, 2015. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003.

Our persistency rate is primarily affected by the level of current mortgage interest rates compared to the mortgage coupon rates on our insurance in force, which affects the vulnerability of the insurance in force to refinancing. Our persistency rate is also affected by the mortgage insurance cancellation policies of mortgage investors along with the current value of the homes underlying the mortgages in the insurance in force.

Your ownership in our company may be diluted by additional capital that we raise or if the holders of our outstanding convertible debt convert that debt into shares of our common stock.

As noted above under our risk factor titled "We may not continue to meet the GSEs' private mortgage insurer eligibility requirements and our returns may decrease as we are required to maintain more capital in order to maintain our eligibility," although we are currently in compliance with the requirements of the PMIERS, there can be no assurance that we would not seek to issue non-dilutive debt capital or to raise additional equity capital to manage our capital position under the PMIERS or for other purposes. Any future issuance of equity securities may dilute your ownership interest in our company. In addition, the market price of our common stock could decline as a result of sales of a large number of shares or similar securities in the market or the perception that such sales could occur.

At December 31, 2017, we had outstanding \$390 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063 ("9% Debentures") (of which approximately \$133 million was purchased by and is held by MGIC, and is eliminated on the consolidated balance sheet). The principal amount of the 9% Debentures is currently convertible, at the holder's option, at an initial conversion rate, which is subject to adjustment, of 74.0741 common shares per \$1,000 principal amount of debentures. This represents an initial conversion price of approximately \$13.50 per share. We may redeem the 9% Debentures in whole or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the 9% Debentures being redeemed, plus any accrued and unpaid interest, if the closing sale price of our common stock exceeds 130% of the then prevailing conversion price of the 9% Debentures for at least 20 of the 30 trading days preceding notice of the redemption. 130% of such conversion price is \$17.55.

We have the right, and may elect, to defer interest payable under the debentures in the future. If a holder elects to convert its debentures, the interest that has been deferred on the debentures being converted is also convertible into shares of our common stock. The conversion rate for such deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert the associated debentures. We may elect to pay cash for some or all of the shares issuable upon a conversion of the debentures.

For a discussion of the dilutive effects of our convertible securities on our earnings per share, see Note 6 – "Earnings Per Share" to our consolidated financial statements in our Quarterly Report on Form 10-Q filed with the SEC on November 7, 2017. We currently have no plans to repurchase common stock but regularly consider appropriate uses for resources of our holding company. In addition, we have in the past, and may in the future, purchase our debt securities.

Our holding company debt obligations materially exceed our holding company cash and investments.

At December 31, 2017, we had approximately \$216 million in cash and investments at our holding company and our holding company's debt obligations were \$815 million in aggregate principal amount, consisting of \$425 million of 5.75% Senior Notes due in 2023 ("5.75% Notes") and \$390 million of 9% Debentures (of which approximately \$133 million was purchased by and is held by MGIC, and is eliminated on the consolidated balance sheet). Annual debt service on the 5.75% Notes and 9% Debentures outstanding as of December 31, 2017, is approximately \$60 million (of which approximately \$12 million will be paid to MGIC and will be eliminated on the consolidated statement of operations).

The 5.75% Senior Notes and 9% Debentures are obligations of our holding company, MGIC Investment Corporation, and not of its subsidiaries. The payment of dividends from our insurance subsidiaries which, other than investment income and raising capital in the public markets, is the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividend-paying capacity. In 2017, MGIC paid a total of \$140 million in dividends to our holding company. We expect MGIC to continue to pay quarterly dividends. We ask the OCI not to object before MGIC pays dividends. If any additional capital contributions to our subsidiaries were required, such contributions would decrease our holding company cash and investments. As described in our Current Report on Form 8-K filed on February 11, 2016, MGIC borrowed \$155 million from the Federal Home Loan Bank of Chicago. This is an obligation of MGIC and not of our holding company.

We could be adversely affected if personal information on consumers that we maintain is improperly disclosed and our information technology systems may become outdated and we may not be able to make timely modifications to support our products and services.

We rely on the efficient and uninterrupted operation of complex information technology systems. All information technology systems are potentially vulnerable to damage or interruption from a variety of sources, including through the actions of third parties. Due to our reliance on our information technology systems, their damage or

interruption could severely disrupt our operations, which could have a material adverse effect on our business, business prospects and results of operations. As part of our business, we maintain large amounts of personal information on consumers. While we believe we have appropriate information security policies and systems to prevent unauthorized disclosure, there can be no assurance that unauthorized disclosure, either through the actions of third parties or employees, will not occur. Unauthorized disclosure could adversely affect our reputation, result in a loss of business and expose us to material claims for damages.

In addition, we are in the process of upgrading certain of our information systems that have been in place for a number of years. The implementation of these technological improvements is complex, expensive and time consuming. If we fail to timely and successfully implement the new technology systems, or if the systems do not operate as expected, it could have an adverse impact on our business, business prospects and results of operations.