
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

MGIC INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of incorporation or organization)

39-1486475
(I.R.S. Employer Identification No.)

**250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202**
(Address, including zip code, of registrant's principal executive offices)

MGIC Profit Sharing and Savings Plan
(Full title of the plan)

Jeffrey H. Lane
Executive Vice President, General Counsel and Secretary
MGIC Investment Corporation
250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202
(414) 347-6406
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

Termination of Registration

Registration Statement No. 333-157053 on Form S-8, filed January 30, 2009 (the "Registration Statement"), covered 7,500,000 shares of Common Stock, par value \$1.00 per share, and 7,500,000 shares of Common Share Purchase Rights of MGIC Investment Corporation, a Wisconsin corporation (the "Company"), issuable by the Company pursuant to the MGIC Profit Sharing and Savings Plan (f/k/a MGIC Investment Corporation Profit Sharing and Savings Plan) (the "Plan"). The Registration Statement also covered an indeterminate amount of interests to be offered or sold pursuant to the Plan. Additional shares of Common Stock and Common Share Purchase Rights and additional interests to be offered or sold pursuant to the Plan had previously been registered pursuant to the following registration statements on Form S-8 filed by the Company with the Securities and Exchange Commission:

<u>Filing Date</u>	<u>File Number</u>
May 4, 1995	33-92128
February 28, 2001	333-56350
March 28, 2005	333-123627

Beginning March 30, 2009, participants in the Plan were no longer able to make additional investments in a Company stock fund within their Plan accounts.

In accordance with undertakings made by the Company in its Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered but not sold under the Registration Statement, including Common Stock, Common Stock Purchase Rights and interests to be offered or sold pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-157053 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on November 11, 2011.

MGIC INVESTMENT CORPORATION

By: /s/J. Michael Lauer

J. Michael Lauer

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following person in the indicated capacities on November 11, 2011.

Signature	Title
<u>/s/ Curt S. Culver</u> Curt S. Culver	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ J. Michael Lauer</u> J. Michael Lauer	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Timothy J. Mattke</u> Timothy J. Mattke	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> James A. Abbott	Director
<u>*</u> Thomas M. Hagerty	Director
<u>*</u> Kenneth M. Jastrow, II	Director
<u>*</u> Daniel P. Kearney	Director
<u>*</u> Michael E. Lehman	Director
<u>*</u> William A. McIntosh	Director
<u>*</u> Leslie M. Muma	Director
<u>*</u> Donald T. Nicolaisen	Director
<u>*</u> Mark M. Zandi	Director
* By: <u>/s/ J. Michael Lauer</u> J. Michael Lauer, Attorney-in-Fact	

Pursuant to the requirements of the Securities Act of 1933, as amended, all of the members of the Plan Administrative Committee (acting as Plan Administrator) have duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on November 11, 2011.

MGIC PROFIT SHARING AND SAVINGS PLAN

By: /s/ J. Michael Lauer
J. Michael Lauer
Member of the Plan Administrative Committee

By: /s/ Kurt J. Thomas
Kurt J. Thomas
Member of the Plan Administrative Committee

By: /s/ James A. Karpowicz
James A. Karpowicz
Member of the Plan Administrative Committee

EXHIBIT INDEX
MGIC INVESTMENT CORPORATION
MGIC PROFIT SHARING AND SAVINGS PLAN

(24) Powers of Attorney relating to this filing

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a Director of MGIC Investment Corporation (the "Company"), hereby constitutes and appoints Curt S. Culver, J. Michael Lauer and Jeffrey H. Lane, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign:

- (1) the Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to the Registration Statement relating to the registration of up to 1,000,000 shares of Common Stock \$1.00 par value under the Company's 2011 Omnibus Incentive Plan;
- (2) any and all post-effective amendments to any Registration Statements on Form S-8 currently in effect relating to the Company's Profit Sharing and Savings Plan; and
- (3) any and all post-effective amendments to any Registration Statements on Form S-8 currently in effect relating to the Company's 2002 Stock Incentive Plan;

and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Dated this 17th day of October, 2011.

Name: /s/ James A. Abbott

James A. Abbott

POWER OF ATTORNEY

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Dated this 9th day of November, 2011.

Name: /s/ Thomas M. Hagerty

Thomas M. Hagerty

POWER OF ATTORNEY

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Dated this 14th day of October, 2011.

Name: /s/ Kenneth M. Jastrow, II
Kenneth M. Jastrow, II

POWER OF ATTORNEY

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Dated this 14th day of October, 2011.

Name: /s/ Daniel P. Kearney
Daniel P. Kearney

POWER OF ATTORNEY

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Dated this 17th day of October, 2011.

Name: /s/ Michael E. Lehman
Michael E. Lehman

POWER OF ATTORNEY

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Dated this 16th day of October, 2011.

Name: /s/ Donald T. Nicolaisen
Donald T. Nicolaisen

POWER OF ATTORNEY

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Dated this 17th day of October, 2011.

Name: /s/ William A. McIntosh
William A. McIntosh

POWER OF ATTORNEY

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Dated this 14th day of October, 2011.

Name: /s/ Leslie M. Muma
Leslie M. Muma

POWER OF ATTORNEY

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Dated this 11th day of November, 2011.

Name: /s/ Mark Zandi
Mark Zandi
