

MGIC INVESTMENT CORP
Form 8-K
April 28, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 28, 2016

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

Our Annual Meeting of Shareholders was held April 28, 2016. At that meeting, shareholders took the following actions with respect to the proposals described in our 2016 Proxy Statement:

1. The following directors were elected:

| | For | Withheld | Broker Non-Votes |
|------------------------|-------------|-----------|---------------------|
| Daniel A. Arrigoni | 256,251,746 | 990,259 | 40,404,826 |
| Cassandra C. Carr | 256,043,348 | 1,198,657 | 40,404,826 |
| C. Edward Chaplin | 256,307,292 | 934,713 | 40,404,826 |
| Curt S. Culver | 255,940,074 | 1,301,931 | 40,404,826 |
| Timothy A. Holt | 256,111,186 | 1,130,819 | 40,404,826 |
| Kenneth M. Jastrow, II | 254,923,829 | 2,318,176 | 40,404,826 |
| Michael E. Lehman | 255,549,283 | 1,692,722 | 40,404,826 |
| Donald T. Nicolaisen | 256,001,956 | 1,240,049 | 40,404,826 |
| Gary A. Poliner | 256,103,078 | 1,138,927 | 40,404,826 |
| Patrick Sinks | 255,922,806 | 1,319,199 | 40,404,826 |
| Mark M. Zandi | 256,254,093 | 987,912 | 40,404,826 |

2. The compensation of our named executive officers for 2015 was approved, on an advisory basis, by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 253,515,091 | 3,260,623 | 466,291 | 40,404,826 |

3. Our Amended and Restated Rights Agreement was approved by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|---------------------|
| 236,126,851 | 20,599,890 | 515,264 | 40,404,826 |

4. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2016 was approved by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 295,248,899 | 2,191,757 | 206,175 | 0 |

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: April 28, 2016 By: /s/ Jeffrey H. Lane

Jeffrey H. Lane

Executive Vice President, General Counsel
and Secretary