

RADIAN GROUP INC  
Form 8-K/A  
August 11, 2011

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

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**Amendment No. 1**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) May 10, 2011**

**Radian Group Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

**1601 Market Street, Philadelphia, Pennsylvania**

(Address of Principal Executive Offices)

**(215) 231 - 1000**

**19103**

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

(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 ( *see* General Instruction A.2. below):

- .. 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))

**Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Radian Group Inc. (the Company ) on May 16, 2011 ( Original 8-K ). This Amendment No. 1 is being filed to update the information provided in the Original 8-K, under Item 5.07. Submission of Matters to a Vote of Security Holders, regarding the voting results for the Company s 2011 Annual Meeting of Stockholders held on May 11, 2011 (the Annual Meeting ). The sole purpose of this Amendment No. 1 is to disclose the decision of the Company s Board of Directors regarding how frequently the Company will conduct future non-binding, advisory votes on the overall compensation of the Company s named executive officers.

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

As previously reported, consistent with the recommendation of the Company s Board of Directors, the Company s stockholders voted at the Annual Meeting in favor of holding future non-binding, advisory votes on the overall compensation of the Company s named executive officers ( Say-on-Pay Vote ) on an annual basis. Accordingly, in light of these voting results and other considerations, on August 10, 2011, the Company s Board of Directors approved an annual frequency for the Company s Say-on-Pay Vote until the next stockholder advisory vote on the frequency of such Say-on-Pay Vote.

**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.

**RADIAN GROUP INC.**

(Registrant)

Date: August 11, 2011

By: /s/ Edward J. Hoffman  
Edward J. Hoffman  
General Counsel and Corporate Secretary