

MGIC INVESTMENT CORP  
Form 8-A12B/A  
March 12, 2013

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

Washington, D.C. 20549

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**FORM 8-A/A**

Amendment No. 7

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**MGIC Investment Corporation**

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State of incorporation  
  
or organization)

**39-1486475**  
(IRS Employer  
  
Identification No.)

**MGIC Plaza, 250 East Kilbourn Avenue, Milwaukee, Wisconsin**  
(Address of principal executive offices)

**53202**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

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Common Share Purchase Rights

New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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This Amendment No. 7 to the Registration Statement on Form 8-A/A is filed by MGIC Investment Corporation (the Company) to (a) amend and restate Item 2 of the Form 8-A filed by the Company on July 27, 1999, as previously amended, to reflect the adoption of an Amendment, dated as of March 11, 2013, between the Company and Wells Fargo Bank, National Association, as successor Rights Agent (the Rights Agent), which amended the Company's existing Amended and Restated Rights Agreement, dated as July 25, 2012, as previously amended, and (b) file the Amendment as Exhibit 4.3 hereto.

Item 2. Exhibits.

- (4.1) Amended and Restated Rights Agreement, dated as of July 25, 2012, between MGIC Investment Corporation and Wells Fargo Bank, National Association, which includes as Exhibit A thereto the Form of Right Certificate and as Exhibit B thereto the Summary of Rights to Purchase Common Shares. [Previously filed as Exhibit 4.1 to Amendment No. 5 to this Registration Statement on Form 8-A/A]
- (4.2) Amendment to Amended and Restated Rights Agreement, dated as of March 4, 2013, between MGIC Investment Corporation and Wells Fargo Bank, National Association. [Previously filed as Exhibit 4.2 to Amendment No. 6 to this Registration Statement on Form 8-A/A]
- (4.3) Amendment to Amended and Restated Rights Agreement, dated as of March 11 2013, between MGIC Investment Corporation and Wells Fargo Bank, National Association.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MGIC INVESTMENT CORPORATION

Date: March 11, 2013

By:

/s/ Jeffrey H. Lane

Jeffrey H. Lane

Executive Vice President, General Counsel and  
Secretary

MGIC INVESTMENT CORPORATION

FORM 8-A/A

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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