

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