

RADIAN GROUP INC
Form 8-K
May 15, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) May 14, 2014

Radian Group Inc.
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-11356 | 23-2691170 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 1601 Market Street, Philadelphia, Pennsylvania | 19103 | |
| (Address of Principal Executive Offices) | (Zip Code) | |

(215) 231 - 1000
(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))

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

At the Company's 2014 Annual Meeting of Stockholders held on May 14, 2014, the following proposals were submitted to a vote of the Company's stockholders, with the voting results indicated below:

- (1) Election of eleven directors for a term of one year each, to serve until their successors have been duly elected and have qualified or until their earlier removal or resignation:

BROKER

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>NON-VOTES</u> |
|---------------------|-------------------|-----------------------|-----------------------|-------------------------|
| Herbert Wender | 119,726,890 | 2,525,007 | 107,123 | 34,207,107 |
| David C. Carney | 119,741,382 | 2,487,904 | 129,734 | 34,207,107 |
| Howard B. Culang | 119,456,882 | 2,790,458 | 111,680 | 34,207,107 |
| Lisa W. Hess | 120,056,744 | 2,191,343 | 110,933 | 34,207,107 |
| Stephen T. Hopkins | 121,324,535 | 895,133 | 139,352 | 34,207,107 |
| Sanford A. Ibrahim | 121,569,905 | 629,865 | 159,250 | 34,207,107 |
| Brian D. Montgomery | 119,572,346 | 2,591,267 | 195,407 | 34,207,107 |
| Gaetano Muzio | 119,585,988 | 2,576,765 | 196,267 | 34,207,107 |
| Jan Nicholson | 119,912,247 | 2,235,525 | 211,248 | 34,207,107 |
| Gregory V. Serio | 120,053,389 | 2,201,262 | 104,369 | 34,207,107 |
| Noel J. Spiegel | 121,809,703 | 405,801 | 143,516 | 34,207,107 |

- (2) Approval, by an advisory, non-binding vote, of the overall compensation of the Company's named executive officers:

FOR **AGAINST** **ABSTAIN** **BROKER** **NON-VOTES**

118,853,605 3,313,185 192,230 34,207,107

- (3) Approval of the Radian Group Inc. 2014 Executive Compensation Plan:

FOR **AGAINST** **ABSTAIN**

111,669,452 9,688,000 1,001,568

- (4) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014:

FOR **AGAINST** **ABSTAIN**

154,490,331 1,859,170 216,626

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: May 15, 2014 By: /s/ Edward J. Hoffman
Edward J. Hoffman
General Counsel and Corporate Secretary