

MBIA INC  
Form DEFA14A  
March 26, 2009

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MBIA Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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\*\*\* Exercise Your *Right to Vote* \*\*\*

**IMPORTANT NOTICE Regarding the Availability of Proxy Materials**

**Meeting Information**

**Meeting Type:** Annual Meeting

**MBIA INC.**

**For holders as of:** March 10, 2009

**Date:** May 07, 2009      **Time:** 10:00 AM EDT

**Location:** MBIA Inc.  
113 King Street

Armonk, NY 10504

**BROKER**

**LOGO**

**HERE**

You are receiving this communication because you hold shares in the above named company.

*Return Address Line 1*

*Return Address Line 2*

*Return Address Line 3*

**51 MERCEDES WAY**

**EDGEWOOD NY 11717**

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**Investor Address Line 1**

**Investor Address Line 2**

**Investor Address Line 3**

**Investor Address Line 4**

**Investor Address Line 5**

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**John Sample**

1234 ANYWHERE STREET

ANY CITY, ON A1A 1A1

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Job #

Envelope #

Sequence #

# of # Sequence #

**Before You Vote**

**How to Access the Proxy Materials**

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report
2. Notice & Proxy Statement

**How to View Online:**

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 23, 2009 to facilitate timely delivery.

**How To Vote**

**Please Choose One of The Following Voting Methods**

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12 Digit Control Number available and follow the instructions.

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Only

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

**Voting items**

**The Board of Directors recommends you vote FOR the following proposal(s).**

**1. Election of Directors  
Nominees**

01 Joseph W. Brown

**4** Resolved, that the shareholders support the compensation paid to the Company's Senior Executive Officers as a whole for 2008 and their 2009 salaries set forth in the table on page 54 of the proxy statement.

02 David A. Coulter

**5** Approval of appointment of PricewaterhouseCoopers LLP as independent auditors.

03 Claire L. Gaudiani

04 Daniel P. Kearney

05 Kewsong Lee

06 Laurence H. Meyer

07 Charles R. Rinehart

08 John A. Rolls

09 Richard C. Vaughan

**The Board of Directors recommends you**

**vote FOR the following proposal(s).**

**2** Approval of an amendment to the Company's 2005 Omnibus Incentive Plan to increase the number of shares available for issuance under the Plan by 4,000,000 to 10,000,000 shares.

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**3** Resolved, that the shareholders support the compensation paid to the Company's CEO for 2008 and his 2009 salary set forth in the table on page 53 of the proxy statement.

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**Voting items Continued**

**Reserved for Broadridge Internal Control Information**

**NOTE :** Such other business as may properly come before the meeting or any adjournment thereof.

**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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