

MGIC INVESTMENT CORP  
Form DEFA14A  
July 20, 2017

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

(Amendment No. )

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 under §240.14a-12

MGIC Investment Corporation

(Name of Registrant as Specified In Its Charter)

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

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:

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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

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(1) Amount Previously Paid:

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

(3) Filing Party:

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MGIC Investment Corporation  
Annual Meeting of Shareholders to be held on July 26, 2017

Supplemental Information Regarding Item 4,  
Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee of our Board of Directors has reappointed the accounting firm of PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm for the year ending December 31, 2017. Item 4 in our June 19, 2017 proxy statement for our annual meeting seeks shareholder ratification of this appointment.

We write to inform you of a change in some of the disclosure for this Item in our proxy statement. There we said, “In PwC’s engagement letter, we expect that we and PwC will agree not to demand a trial by jury in any action, proceeding or counterclaim arising out of or relating to PwC’s services and fees for the engagement. . . . We further expect that the engagement letter will not contain a requirement that we arbitrate any disputes with PwC . . . .”

However, the engagement letter will contain a requirement, applicable to both us and PwC, that any disputes be resolved by binding arbitration. As a result, the engagement letter will also not contain a waiver of trial by jury. We do not object to this binding arbitration requirement and PwC has informed us it has become a standard provision in their audit engagements. We are not changing the recommendation in the proxy statement that shareholders vote “For” ratification of the appointment of PwC.

Please read the complete proxy statement before you make a voting decision on this Item. Even if you have already voted, you can change your vote at any time before the annual meeting as described in more detail in the proxy statement.