

MGIC INVESTMENT CORP  
Form 8-K  
February 20, 2009

**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) February 17, 2009  
MGIC Investment Corporation**

(Exact Name of Registrant as Specified in Its Charter)  
Wisconsin

(State or Other Jurisdiction of Incorporation)

1-10816

39-1486475

(Commission File Number)

(IRS Employer Identification No.)

MGIC Plaza, 250 East Kilbourn Avenue, Milwaukee,  
WI

53202

(Address of Principal Executive Offices)

(Zip Code)

(414) 347-6480

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 17, 2009 Joseph J. Komanecki, our Controller (our principal accounting officer), advised us that he would be retiring on May 29, 2009 after more than 30 years of service with us and our subsidiaries. We anticipate that after his retirement Mr. Komanecki will provide services to us under a consulting arrangement that we will enter into with him prior to his retirement.

(c) On February 19, 2009 Timothy J. Mattke was appointed our Vice President Controller effective at the time of Mr. Komanecki's retirement. Mr. Mattke, age 33, has been Assistant Controller of our principal subsidiary, Mortgage Guaranty Insurance Corporation ( MGIC ), since August 2007 and prior to that was a manager in our accounting department since May 2006. For more than five years before that time, Mr. Mattke was an auditor (with his last position being audit manager) with Pricewaterhouse-Coopers LLP, our independent registered public accounting firm.

As we have with all our other officers and all officers of MGIC, we expect we will enter into a Key Executive Employment and Severance Agreement ( KEESA ) with him. If a change in control occurs and Mr. Mattke's employment is terminated within three years after the change in control, other than for cause, death or disability, or if he terminates his employment for good reason, he is entitled to a termination payment of the sum of his annual base salary, his maximum bonus award and an amount for pension accruals and profit sharing and matching contributions.

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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.

MGIC INVESTMENT CORPORATION

Date: February 19, 2008

By: /s/ Joseph J. Komanecki  
Joseph J. Komanecki  
Senior Vice President, Controller and  
Chief Accounting Officer