
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): March 18, 2008

MGIC Investment Corporation

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other
jurisdiction of
incorporation)

1-10816
(Commission File
Number)

39-1486475
(IRS Employer
Identification No.)

MGIC Plaza, 250 East Kilbourn Avenue, Milwaukee, WI 53202

(Address of principal executive offices, including zip code)

(414) 347-6480

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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 7.01. Regulation FD Disclosure.

On March 18, 2008, MGIC Investment Corporation (“MGIC”) issued a press release announcing that it intends, subject to market and other conditions, to commence a private placement of \$325 million of convertible junior subordinated debentures due 2063 (the “debentures”) by means of a private placement to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”). MGIC also expects to grant the initial purchasers an option to purchase an additional \$65.0 million of debentures. Certain terms of the debentures, including the interest rate, have not yet been determined. Pursuant to Rule 135c under the Securities Act, MGIC is filing a copy of such press release as Exhibit 99 hereto, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

99 Pursuant to General Instruction B.2 to Form 8-K, MGIC Investment Corporation’s March 18, 2008 press release is furnished as Exhibit 99 and is not filed.

* * *

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: March 18, 2008

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

MGIC INVESTMENT CORPORATION

Exhibit Index to Current Report on Form 8-K

Exhibit
Number

99 Press Release of MGIC Investment Corporation dated March 18, 2008. (Pursuant to General Instruction B.2 to Form 8-K, this press release is furnished and is not filed.)



Media Contact: Katie Monfre, (414) 347-2650, katie_monfre@mgic.com
Investor Contact: Michael J. Zimmerman, (414) 347-6596, mike_zimmerman@mgic.com

MGIC Announces Plans to Sell Convertible Debentures in a Private Placement

MILWAUKEE, March 18 — MGIC Investment Corporation (NYSE: MTG) (“MGIC”) has announced that it intends, subject to market and other conditions, to commence a private placement of \$325 million of convertible junior subordinated debentures due 2063 (the “debentures”) by means of a private placement to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended. MGIC also expects to grant the initial purchasers an option to purchase an additional \$65.0 million of debentures. Certain terms of the debentures, including the interest rate, have not yet been determined.

The net proceeds of the offering will be used to increase the capital of Mortgage Guaranty Insurance Company, MGIC’s principal insurance subsidiary, to enable it to expand the volume of its new business and for MGIC’s general corporate purposes.

The debentures will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

MGIC is not undertaking any obligation to update any information in this press release regarding its capital raising plans. No investor should rely on the fact that such information is current at any time other than the time at which this press release was issued.