#### RADIAN GROUP INC

Form 4 May 15, 2017

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **Jackson Catherine Mary** 

2. Issuer Name and Ticker or Trading Symbol

RADIAN GROUP INC [RDN]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/10/2017

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below) SVP, Chief Accounting Officer

RADIAN GROUP INC., 1601 MARKET STREET

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Transaction(s)

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 4. Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units - Performance Award (TSR Metric) (1) (2) (3)	\$ 0	05/10/2017		A	V	4,160 (2) (3)		05/10/2020(3)	<u>(5)</u>	Common Stock	4,160 (2) (3)
Restricted Stock Units - Performance Award (BV Metric) (1) (2)	\$ 0	05/10/2017		A	V	4,500 (2) (4)		05/10/2020(4)	<u>(5)</u>	Common Stock	4,500 (2) (4)

# **Reporting Owners**

Paparting Owner Name /	A ddmoss	Relationships

Director 10% Owner Officer Other

Jackson Catherine Mary RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103

SVP, Chief Accounting Officer

## **Signatures**

Edward J. Hoffman /s/, Edward J. Hoffman (POA)
Atty-in-fact
05/15/2017

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amendment to the Form 4 filed 5/12/17 is due to an error in Footnote #3 and 4, as updated herein.
- Each Performance Based RSU represents a contingent right to receive one share of Radian Group Inc. common stock. The number of reported Performance Based RSUs represents the target award, with grantees having the potential to earn a number of shares up to 200% of the target award. The Performance Based RSUs have no voting or dividend rights.
- Vesting of the Performance Based RSUs (TSR Metric) occurs on the third anniversary of the grant date, with payouts generally subject to a one year holding period after vesting. The award (representing between 0 and 8,320 shares) will vest based on the relative performance of Radian's total stockholder return against a designated peer group.

Reporting Owners 2

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- Vesting of the Performance Based RSUs (BV Metric) occurs on the third anniversary of the grant date, with payouts generally subject to a (4) one year holding period after vesting. The award (representing between 0 and 9,000 shares) will vest based on Radian's cumulative growth in "LTI Book Value" per share (as defined in the grant document).
- (5) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.