

RADIAN GROUP INC
Form DEFA14A
May 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**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 Pursuant to §240.14a-12

Radian Group Inc.

(Name of Registrant as Specified in Its Charter)

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(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 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.

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- (1) Amount previously paid:

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

- (3) Filing party:

- (4) Date filed:

[On May 10, 2010, the following letter was sent by Radian Group Inc. to an institutional holder of Radian common stock.]

May 10, 2010

Ms. Gina R. Caires

Fidelity Investments

Investment Proxy Research

One Spartan Way TS1E

Merrimack, NH 03054

Re: Radian Group Inc. 2010 Annual Meeting of Stockholders (Proposal 2)

Dear Gina:

Thank you for taking the time to speak with us this past Wednesday, May 6, 2010, regarding our upcoming 2010 Annual Meeting of Stockholders. Regarding our proposed amendment to the Radian Group Inc. 2008 Equity Compensation Plan (the "2008 Equity Plan") (Proposal 2) to increase the number of authorized shares of common stock of Radian Group Inc. (the "Company") available for issuance under the 2008 Equity Plan, we want to advise you that in 2010, the Company's management will recommend to the Company's Board of Directors that the 2008 Equity Plan be amended to specifically reference that any future Performance Share Awards granted under Section 10 of the 2008 Equity Plan will be granted with a minimum vesting period of at least one year. No Performance Shares Awards are currently outstanding under the 2008 Equity Plan

Sincerely,

/s/ Edward J. Hoffman
Edward J. Hoffman

General Counsel and Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the 2010 Annual Meeting of Stockholders to Be Held on May 12, 2010:

The proxy statement related to our 2010 Annual Meeting of Stockholders, as supplemented, and our 2009 Annual Report to security holders are available at www.radian.biz/StockholderReports.