# **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): August 8, 2006

# Radian Group Inc.

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction

1-11356 (Commission File Number) 23-2691170 (IRS Employer

of incorporation)

Identification No.)

1601 Market Street, Philadelphia, Pennsylvania (Address of principal executive offices)

19103 (Zip Code)

(215) 231-1000

(Registrant s telephone number, including area code)

(Former name or former address, if changed since last report)

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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 1.01. Entry into a Material Definitive Agreement.

On August 8, 2006, upon the recommendation of the Compensation and Human Resources Committee of Radian s board of directors, Radian s board of directors approved an increase, from \$100,000 to \$150,000, in the annual fee paid to Herbert Wender, Radian s non-executive Chairman of the Board, for serving as Chairman. The increase will be effective September 1, 2006.

No other changes were made to the existing compensation arrangements with Radian s non-employee directors, a summary of which is disclosed in Radian s 2006 Proxy Statement, filed with the SEC on April 18, 2006, under *COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS Director Compensation*.

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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.

#### RADIAN GROUP INC.

Date: August 11, 2006 By: /s/ Edward J. Hoffman

Edward J. Hoffman

Vice President, Securities Counsel