

McMahon Brien
Form 3
November 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McMahon Brien | | (Month/Day/Year) | RADIAN GROUP INC [RDN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/15/2017 | | |
| RADIAN GROUP,Â 1500 MARKET ST., WEST TOWER | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Chief Franchise Officer | |
| PHILADELPHIA,Â PAÂ 19102 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common stock | 9,864 | D | Â |
| Common stock | 18,483 | I | 401K Stock Fund |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Stock Option - Performance Award | 06/05/2015 | 06/05/2022 | Common stock | 50,920 | \$ 2.45 | D | Â |
| Stock Option - Performance Award | 05/14/2016 | 05/13/2023 | Common stock | 9,140 | \$ 13.99 | D | Â |
| Stock Option - Performance Award | 06/17/2017 ⁽²⁾ | 06/16/2024 | Common stock | 8,210 | \$ 15.44 | D | Â |
| Stock Option - Performance Award | 07/09/2018 ⁽²⁾ | 07/08/2025 | Common stock | 6,110 | \$ 18.42 | D | Â |
| Stock Option - Performance Award | 05/11/2019 ⁽²⁾ | 05/10/2026 | Common stock | 10,310 | \$ 12.16 | D | Â |
| Restricted Stock Units - Performance Award | 07/09/2018 ⁽³⁾ | Â ⁽¹⁾ | Common stock | 15,240 ⁽⁴⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Performance Award | 05/11/2019 ⁽³⁾ | Â ⁽¹⁾ | Common stock | 25,210 ⁽⁴⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Performance Award | 05/10/2020 ⁽³⁾ | Â ⁽¹⁾ | Common stock | 17,300 ⁽⁴⁾ | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 05/10/2018 ⁽⁵⁾ | Â ⁽¹⁾ | Common stock | 8,030 | \$ 0 | D | Â |
| Restricted Stock Units - Time Vested Award | 02/24/2019 | Â ⁽¹⁾ | Common stock | 10,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMahon Brien RADIAN GROUP 1500 MARKET ST., WEST TOWER PHILADELPHIA, PA 19102 | Â | Â | Â EVP & Chief Franchise Officer | Â |

Signatures

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

11/22/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) N/A

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- In each case, options scheduled to vest in two equal installments on each of the third and fourth anniversaries of the applicable date of
- (2) grant, provided that the options will vest only if the closing price of the Company's common stock meets the applicable stock price hurdle for ten consecutive days ending on or after the third anniversary of the applicable date of grant.
 - (3) Award subject to a one year post vest hold.
- Performance-based RSUs are scheduled to vest on the applicable date exercisable. In each case, the performance-based RSUs have a
- (4) potential payout ranging from 0% to 200% of the RSUs scheduled to vest, subject to a maximum cap of six times the value of the award on the grant date.
 - (5) Award vests proportionately on the first, second and third anniversary of grant.

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.