RADIAN GROUP INC

Form 4

February 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoffman Edward J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RADIAN GROUP INC [RDN]

(First) (Last)

MARKET STREET

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2016

Director 10% Owner

(Check all applicable)

below)

X_ Officer (give title Other (specify below) EVP, General Counsel

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

RADIAN GROUP INC., 1601

(Street)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 02/03/2016 P 7,500 Α 34,911 D 10.0529 Stock

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own		
	Security				Acquired	quired				Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hoffman Edward J RADIAN GROUP INC. 1601 MARKET STREET PHILADELPHIA, PA 19103

EVP, General Counsel

Signatures

/s/ Edward J. 02/04/2016 Hoffman

**Signature of Date Reporting Person

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).

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. at an average sale price of approximately \$0.10 per share. Not including the shares discussed in footnote 1 to this Schedule 13D (Amendment No. 1), the beneficial ownership of which Mr. Bradshaw specifically disclaims, Mr. Bradshaw ceased to be the beneficial owner of more than five percent of the common stock of the Issuer as of such date. As of such date, Mr. Bradshaw was the record and beneficial owner of 3,182,500 shares, or 4.99%, 5 of the Issuer s common stock, with respect to which he had sole voting investment and dispositive power.

Mr. Bradshaw has not effected during the past sixty days any transactions in the class of securities reported on in this Schedule 13D. As of the filing date of this Schedule 13D (Amendment No. 1), Mr. Bradshaw is the record and beneficial owner of 652,500 shares, or 0.8%, 6 of the Issuer s common stock, with respect to which he has sole voting investment and dispositive power.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Reporting Owners 2

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Item 7. Material to Be Filed as Exhibits

(a) Agreement and Plan of Reorganization dated as of May 9, 2001 by and between among others William Bradshaw and the Issuer. (Incorporated by reference to Exhibit 10.1 of Form 8-K filed with the SEC as of May 29, 2001.)

(b) None

⁶ See supra note 2.

Pursuant to Rule 13d-3, the percentage reflects the relationship that the number of shares of common stock of the Issuer that the reporting person beneficially owns bears to the 61,931,575 shares of the common stock outstanding on June 30, 2001 (as reported in the issuer s quarterly report on Form 10-QSB for the quarter ended June 30, 2001 and filed with the SEC on August 20, 2001).

Pursuant to Rule 13d-3, the percentage reflects the relationship that the number of shares of common stock of the issuer that the reporting person beneficially owns bears to the 63,782,412 shares of the common stock outstanding on October 31, 2004 (as reported in the issuer s quarterly report on Form 10-Q for the quarter ended September 30, 2004 and filed with the SEC on November 24, 2004).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amended statement is true, complete and correct.

Date: April 21, 2005

/s/ William B. Bradshaw

William B. Bradshaw