

RADIAN GROUP INC  
Form 4/A  
May 15, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALL J FRANKLIN**

(Last) (First) (Middle)

**C/O RADIAN GROUP INC., 1601  
MARKET ST**

(Street)

**PHILADELPHIA, PA 19103**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**RADIAN GROUP INC [RDN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/10/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**05/12/2017**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

EVP - Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

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| (Instr. 3)                                                                                     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                                 | Date Exercisable | Expiration<br>Date    | Title      | Amount<br>or<br>Number<br>of Shares |                      |
|------------------------------------------------------------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|---------------------------------|------------------|-----------------------|------------|-------------------------------------|----------------------|
|                                                                                                |                                    |                  | Code       | V                                                                | (A)                             | (D)              |                       |            |                                     |                      |
| Restricted<br>Stock Units<br>-Performance<br>Award (TSR<br>Metric) <u>(2)</u> <u>(3)</u>       | \$ 0                               | 05/10/2017       | A          | V                                                                | 10,390<br><u>(2)</u> <u>(3)</u> |                  | 05/10/2020 <u>(3)</u> | <u>(5)</u> | Common<br>Stock                     | 10,390<br><u>(2)</u> |
| Restricted<br>Stock Units<br>-Performance<br>Award (BV<br>Metric) <u>(1)</u> <u>(2)</u><br>(4) | \$ 0                               | 05/10/2017       | A          | V                                                                | 11,230<br><u>(2)</u> <u>(4)</u> |                  | 05/10/2020 <u>(4)</u> | <u>(5)</u> | Common<br>Stock                     | 11,230<br><u>(2)</u> |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                               |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                       | Other |
| HALL J FRANKLIN<br>C/O RADIAN GROUP INC.<br>1601 MARKET ST<br>PHILADELPHIA, PA 19103 |               |           | EVP - Chief Financial 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 Footnote #3 and 4, and updated herein.

(2) 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. Performance Based RSUs have no voting or dividend rights.

(3) 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 20,780 shares) will vest based on the relative performance of Radian's total stockholder return against a designated peer group.

(4) Vesting of the Performance Based RSUs (BV 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 22,460 shares) will vest based on Radian's cumulative growth in "LTI Book Value" per share (as defined in the grant document).

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(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.

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