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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RADIAN GROUP INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

23-2691170
(I.R.S. Employer Identification Number)

500 East Swedesford Road, Suite 350
Wayne, Pennsylvania
(Address of Principal Executive Offices)

19087
(Zip Code)

Radian Group Inc. 2026 Inducement Grant Equity Plan, As Amended
(Full title of the plan)

Elizabeth A. Diffley
Executive Vice President, Senior Corporate Counsel and Corporate Secretary
Radian Group Inc.
500 East Swedesford Road, Suite 350
Wayne, Pennsylvania 19087
(Name and address of agent for service)

(215) 231-1000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Radian Group Inc., a Delaware corporation (the “Registrant”), pursuant to General Instruction E to Form S-8, to register an additional 174,220 shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the Radian Group Inc. 2026 Inducement Grant Equity Plan, as amended as of August 6, 2026, as may be further amended from time to time (the “2026 Inducement Plan”). On August 6, 2026, the 2026 Inducement Plan was amended to increase the number of shares reserved thereunder by the 174,220 shares being registered. The contents of the Registrant’s Registration Statement on Form S-8 filed on June 1, 2026 (File No. 333-296393) relating to the 2026 Inducement Plan are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Securities and Exchange Commission (the “SEC”), are hereby incorporated by reference in this Registration Statement:

- (a) Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the SEC on February 20, 2026;
- (b) The information specifically incorporated by reference into Registrant’s Annual Report on Form 10-K from Registrant’s definitive proxy statement on [Schedule 14A](#), filed with the SEC on April 2, 2026;
- (c) Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2026, filed with the SEC on May 8, 2026](#), and [June 30, 2026, filed with the SEC on August 7, 2026](#);
- (d) Registrant’s Current Reports on Form 8-K filed with the SEC on [January 22, 2026](#), [February 3, 2026](#), [February 9, 2026](#), [February 12, 2026](#), [March 26, 2026](#), [April 21, 2026](#), [May 21, 2026](#), [May 27, 2026](#), and Current Reports on Form 8-K/A filed with the SEC on [April 3, 2026](#) and [April 17, 2026](#); and
- (e) The description of the Registrant’s Common Stock contained in [Exhibit 4.5](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2025, and any and all amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such reports or other documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified shall not be deemed to constitute a part of the Registration Statement except as so modified and any statement so superseded shall not be deemed to constitute a part of this Registration Statement.

Registrant will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

Radian Group Inc.
500 East Swedesford Road, Suite 350
Wayne, Pennsylvania 19087
Attention: Investor Relations
Telephone: (215) 231-1000

Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement.

Exhibit Number	Exhibit
4.1	<u>Radian Group Inc. 2026 Inducement Grant Equity Plan, as amended as of August 6, 2026 (incorporated by reference to Exhibit 10.11 to the Registrant's Quarterly Report on Form 10-Q (file no. 1-11356) for the quarter ended June 30, 2026, and filed with the SEC on August 7, 2026)</u>
4.2	<u>Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (file no. 1-11356) dated May 11, 2004, and filed on May 12, 2004)</u>
4.3	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (file no. 1-11356) dated May 22, 2008, and filed on May 29, 2008)</u>
4.4	<u>Second Amendment to the Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (file no. 1-11356) dated May 12, 2010, and filed on May 18, 2010)</u>
4.5	<u>Certificate of Amendment of Certificate of Incorporation of the Registrant effective as of May 15, 2013 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (file no. 1-11356) dated May 14, 2013, and filed on May 20, 2013)</u>
4.6	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant effective as of May 11, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (file no. 1-11356) dated May 11, 2016, and filed on May 17, 2016)</u>
4.7	<u>Fourth Amended and Restated By-laws of Radian Group, Inc., effective September 17, 2025 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (file no. 1-11356) dated September 17, 2025, and filed on September 18, 2025)</u>
*5.1	<u>Opinion of Faegre Drinker Biddle & Reath LLP</u>
*23.1	<u>Consent of PricewaterhouseCoopers LLP</u>
*23.2	<u>Consent of KPMG LLP</u>
*23.3	<u>Consent of Faegre Drinker Biddle & Reath LLP (included within Exhibit 5.1)</u>
*24.1	<u>Power of Attorney (included with signature page)</u>
*107	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania on August 10, 2026.

RADIAN GROUP INC.

By: /s/ Richard G. Thornberry

Name: Richard G. Thornberry

Title: Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

Each person in so signing also makes, constitutes and appoints Richard G. Thornberry, Edward J. Hoffman, Daniel Kobell and Elizabeth A. Diffley, and each of them acting alone, his or her true and lawful attorney-in-fact, with full power of substitution, to do any and all acts and things in his or her name and on his or her behalf in his or her capacity as a director and/or officer and to execute any and all documents for him or her in such capacity, which said attorneys and agents, or any of them, may deem necessary or advisable to enable the Registrant to comply with the Securities Act, and any rules, regulations and requirements of the Securities and Exchange Commission (the “Commission”) in connection with this registration statement, including, without limitation, the execution and filing with the Commission of any and all amendments and post-effective amendments to this registration statement, with exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard G. Thornberry</u> Richard G. Thornberry	Chief Executive Officer (Principal Executive Officer) and Director	August 10, 2026
<u>/s/ Daniel Kobell</u> Daniel Kobell	Senior Executive Vice President, Interim Chief Financial Officer (Principal Financial Officer)	August 10, 2026
<u>/s/ Robert J. Quigley</u> Robert J. Quigley	Senior Executive Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	August 10, 2026
<u>/s/ Howard B. Culang</u> Howard B. Culang	Non-Executive Chair of the Board	August 10, 2026
<u>/s/ Fawad Ahmad</u> Fawad Ahmad	Director	August 10, 2026
<u>/s/ Brad L. Conner</u> Brad L. Conner	Director	August 10, 2026
<u>/s/ Debra Hess</u> Debra Hess	Director	August 10, 2026

<u>/s/ Anne Leyden</u> Anne Leyden	Director	August 10, 2026
<u>/s/ Seraina Macia</u> Seraina Macia	Director	August 10, 2026
<u>/s/ Brian D. Montgomery</u> Brian D. Montgomery	Director	August 10, 2026
<u>/s/ Lisa Mumford</u> Lisa Mumford	Director	August 10, 2026
<u>/s/ Jed Rhoads</u> Jed Rhoads	Director	August 10, 2026
<u>/s/ Noel J. Spiegel</u> Noel J. Spiegel	Director	August 10, 2026



faegredrinker.com

Faegre Drinker Biddle & Reath LLP
One Logan Square, Ste. 2000
Philadelphia, Pennsylvania 19103-6996
+1 215 988 2700 main
+1 215 988 2757 fax

August 10, 2026

Radian Group Inc.
500 East Swedesford Road, Suite 350
Wayne, Pennsylvania 19087

**Re: Registration Statement on Form S-8
Radian Group Inc. 2026 Inducement Grant Equity Plan, as amended as of August 6, 2026**

Ladies and Gentlemen:

We have acted as counsel to Radian Group Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") by the Company under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement registers the offer and sale of up to an additional 174,220 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable pursuant to the Radian Group Inc. 2026 Inducement Grant Equity Plan, as amended as of August 6, 2026 (the "2026 Inducement Plan").

For purposes of this opinion letter, we have examined the Third Amended and Restated Certificate of Incorporation and the Fourth Amended and Restated By-Laws of the Company, each as currently in effect, the Registration Statement, the 2026 Inducement Plan, and the resolutions of the board of directors of the Company (the "Board") authorizing the 2026 Inducement Plan and the issuance of the Shares. We have also examined a certificate of the Secretary of the Company dated the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate records and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have reviewed such matters of law as we have deemed relevant hereto. As to all issues of fact material to this opinion letter, we have relied on certificates, statements or representations of public officials, of officers and other representatives of the Company (including the Certificate) and of others, without any independent verification thereof.

In rendering the opinion set forth below, we have assumed, without independent verification or investigation thereof: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures, including electronic signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based upon such examination and review, and subject to the foregoing and the other qualifications, assumptions and limitations set forth herein, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the 2026 Inducement Plan, and that, when (a) the Shares have been issued and delivered as contemplated in the Registration Statement and the related prospectus and in accordance with the 2026 Inducement Plan and the terms of any applicable award agreement, and (b) where applicable, the consideration for the Shares specified in the 2026 Inducement Plan and any applicable award agreement has been received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein with respect to the laws of any jurisdiction other than, subject to the limitations and assumptions contained herein, the General Corporation Law of the State of Delaware.

This opinion letter speaks only as of the date the Registration Statement becomes effective under the Securities Act, and we assume no obligation to revise or supplement this opinion letter thereafter. This opinion letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Faegre Drinker Biddle & Reath LLP

FAEGRE DRINKER BIDDLE & REATH LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Radian Group Inc. of our report dated February 20, 2026 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Radian Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Charlotte, North Carolina
August 10, 2026

CONSENT OF INDEPENDENT AUDITORS

We consent to the use of our report dated April 16, 2026, with respect to the consolidated financial statements of Inigo Limited, which report appears in the Form 8-K/A of Radian Group Inc. dated April 17, 2026 incorporated herein by reference.

/s/ KPMG LLP
London, England
August 10, 2026

RADIAN GROUP INC

[illegible]