
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 13, 2019

Radian Group Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-11356
(Commission
File Number)

23-2691170
(IRS Employer
Identification No.)

**1500 Market Street,
Philadelphia, Pennsylvania, 19102**
(Address of Principal Executive Offices, and Zip Code)

(215) 231-1000
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	RDN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.***Tender Offer***

On June 13, 2019, Radian Group Inc. issued a press release announcing that it has commenced tender offers to purchase for cash any and all of its outstanding 5.25% senior notes due 2020 and 7.00% senior notes due 2021. The tender offers are being made exclusively pursuant to an offer to purchase dated June 13, 2019, as the same may be amended or supplemented.

A copy of the press release announcing the tender offers is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished as part of this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated June 13, 2019 announcing tender offers.</u>

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.

(Registrant)

Date: June 13, 2019

By: /s/ J. Franklin Hall

J. Franklin Hall

Chief Financial Officer



Radian Announces Cash Tender Offers to Purchase Any and All of its Outstanding Notes due 2020 and 2021

Philadelphia, June 13, 2019 — Radian Group Inc. (NYSE: RDN) (the “Company”) announced today the commencement of cash tender offers (the “Tender Offers”) to purchase any and all of the outstanding debt securities in the table below (collectively, the “Notes”).

<u>Notes</u>	<u>CUSIP/ISIN Nos.</u>	<u>Outstanding Principal Amount</u>	<u>Purchase Price (1)(2)</u>
5.25% Senior Notes due 2020	750236AS0/ US750236AS04	\$234,126,000	\$1,025.77
7.00% Senior Notes due 2021	750236AT8/ US750236AT86	\$197,661,000	\$1,072.50

(1) Per \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase by the Company.

(2) Excludes Accrued Interest (as defined below), which will also be paid by the Company.

The Tender Offers for the Notes will expire at 5:00 p.m. New York City time, on June 19, 2019 unless extended or earlier terminated by the Company (the “Expiration Time”).

All Notes validly tendered and accepted for purchase pursuant to the Tender Offers will receive the applicable purchase price set forth in the table above, plus accrued and unpaid interest on such Notes from, and including, the applicable last interest payment date with respect to those Notes to, but not including, the Settlement Date (as defined below) (“Accrued Interest”).

Tendered Notes may be withdrawn from the Tender Offers at or prior to the Expiration Time.

The terms and conditions of the Tender Offers are set forth in an Offer to Purchase dated June 13, 2019 (the “Offer to Purchase”), a copy of which may be obtained from the Information Agent (as defined below) at (866) 470-4500 or (for banks and brokers) (212) 430-3774 or via contact@gbsc-usa.com. A copy of the Offer to Purchase and other relevant documentation are also available at the following web address: <https://gbsc-usa.com/radian/>. Holders of the Notes are urged to read carefully the Offer to Purchase before making any decision with respect to the Tender Offers.

The consummation of the Tender Offers is not conditioned upon any minimum amount of Notes being tendered. However, the Tender Offers are subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase, including the consummation of an offering of senior unsecured notes, which the Company is commencing concurrently with the Tender Offers, the net proceeds of which, together with other available cash, will be sufficient to fund the Tender Offers (the “Debt Financing”).

Provided that the conditions to the Tender Offers have been satisfied or waived, and assuming acceptance for purchase by the Company of Notes validly tendered pursuant to the Tender Offers, payment for Notes validly tendered at or prior to the Expiration Time will be made on the settlement date (the “Settlement Date”), which is expected to occur on June 24, 2019.

The dealer manager for the Tender Offers is RBC Capital Markets, LLC (the “Dealer Manager”). The information agent for the Tender Offers is Global Bondholder Services Corporation (the “Information Agent”). Any questions regarding the terms of the Tender Offers should be directed to the Dealer Manager at (toll-free) (877) 381-2099 or (212) 618-7843. Any questions regarding procedures for tendering Notes should be directed to the Information Agent at (toll-free) (866) 470-4500 or (for banks and brokers) (212) 430-3774 or 65 Broadway, Suite 404, New York, NY 10006.

This news release shall not be construed as an offer to purchase or sell or a solicitation of an offer to purchase or sell any of the Notes or any other securities. The Company, subject to applicable law, may amend, extend or terminate one or both of the Tender Offers and may postpone the acceptance for purchase of, and payment for, the Notes so tendered. The Tender Offers are not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of the Company, the Dealer Manager, the Information Agent or the depositary makes any recommendations as to whether holders of the Notes should tender their Notes pursuant to the Tender Offers. Nothing contained herein shall constitute an offer of the debt securities that are the subject of the Debt Financing.

About Radian

Radian is ensuring the American dream of homeownership responsibly and sustainably through products and services that include industry-leading mortgage insurance and a comprehensive suite of mortgage, risk, real estate, and title services. We are powered by technology, informed by data and driven to deliver new and better ways to transact and manage risk.

Forward-Looking Statements

All statements in this press release that address events, developments or results that we expect or anticipate may occur in the future are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Exchange Act and the U.S. Private Securities Litigation Reform Act of 1995. In most cases, forward-looking statements may be identified by words such as “anticipate,” “may,” “will,” “could,” “should,” “would,” “expect,” “intend,” “plan,” “goal,” “contemplate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “seek,” “strategy,” “future,” “likely” or the negative or other variations on these words and other similar expressions. These statements are made

on the basis of management's current views and assumptions with respect to future events. Any forward-looking statement is not a guarantee of future performance and actual results could differ materially from those contained in the forward-looking statement, including with respect to the Debt Financing condition. These statements speak only as of the date they were made, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We operate in a changing environment where new risks emerge from time to time and it is not possible for us to predict all risks that may affect us. For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to the Risk Factors detailed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018, and subsequent reports filed from time to time with the U.S. Securities and Exchange Commission.

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Contacts:

Emily Riley — Phone: 215.231.1035

Email: emily.riley@radian.com