#### MGIC INVESTMENT CORP

Form 3

March 13, 2009

# FORM 3

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

response...

**OMB** 

3235-0104 Number:

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

Estimated average burden hours per

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement MGIC INVESTMENT CORP [MTG] À EASTBOURNE CAPITAL (Month/Day/Year) 03/11/2009 MANAGEMENT LLC/CA (Last) (First) (Middle) 5. If Amendment, Date Original 4. Relationship of Reporting Person(s) to Issuer Filed(Month/Day/Year) 1101 FIFTH AVENUE, SUITE (Check all applicable) 370 (Street) 6. Individual or Joint/Group \_\_X\_\_ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person SAN RAFAEL. CAÂ 94901 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock (1) 15,438,743 Ι See Note (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

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

### Edgar Filing: MGIC INVESTMENT CORP - Form 3

Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of Shares (I)

(Instr. 5)

## **Reporting Owners**

Relationships

Reporting Owner Name / Address

Director  $\frac{10\%}{\text{Owner}}$  Officer Other

EASTBOURNE CAPITAL MANAGEMENT LLC/CA 1101 FIFTH AVENUE SUITE 370

 $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$ 

SAN RAFAEL, CAÂ 94901

## **Signatures**

Eric Sippel 03/13/2009

\*\*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).
- Eastbourne Capital Management, L.L.C. ("Eastbourne") is the general partner or manager and investment adviser of investment funds that hold these securities directly on behalf of those funds' investors. Richard Jon Barry is Eastbourne's manager and controlling person.
- (1) Eastbourne and Mr. Barry hold these securities indirectly in their capacity as investment adviser and control person, respectively.

  Eastbourne is filing this Form 3 on behalf of itself and Mr. Barry, jointly, but not as members of a group, and each of them disclaims membership in a group, within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended. In addition, each of them disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

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.

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