



**Item 8.01. Other Events.**

On January 2, 2013, Radian Group Inc. issued a press release announcing the expiration of its offer to eligible holders to exchange any and all of its outstanding 5.375% Senior Notes due June 15, 2015 (the “Old Notes”) for a new series of 9.000% Senior Notes due June 15, 2017 (the “New Notes”) and additional cash consideration, in certain circumstances (the “Exchange Offer”), for purposes of improving its debt maturity profile. As noted in the press release, of the \$250 million aggregate principal amount of the Old Notes that was outstanding as of December 3, 2012, the commencement date of the Exchange Offer, \$195,176,000 aggregate principal amount has been validly tendered for exchange, as of the expiration time of the Exchange Offer, 11:59 p.m., New York City time, on December 31, 2012. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The New Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States or to any U.S. person except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any applicable state securities laws.

This disclosure does not constitute an offer to purchase, the solicitation of an offer to purchase, or a solicitation of tenders. This disclosure is subject in all respects to the terms and conditions set forth in the Offer to Exchange memorandum, dated December 3, 2012, and in the related Letter of Transmittal (the “Offering Documents”). The Exchange Offer is 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. The Exchange Offer is being made solely pursuant to the Offering Documents, which more fully set forth and govern the terms and conditions of the Exchange Offer.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

99.1\* Radian Group Inc. Press Release dated January 2, 2013.

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\*Furnished herewith.

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**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: January 2, 2013 By: /s/ C. Robert Quint  
C. Robert Quint  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.    Description**

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