

**THE PMI GROUP, INC.**  
1201 North Orange Street, Suite 800  
Wilmington, DE 19801

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD JANUARY 18, 2018**

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**TO OUR STOCKHOLDERS:**

**WHAT:** Our 2017 Annual Meeting of Stockholders

**WHEN:** January 18, 2018 at 2:00 PM (local time)

**WHERE:** The Blackstone Group, L.P.  
345 Park Avenue  
New York, NY 10154

**WHY:** At this meeting, you will be asked to:

1. Elect directors for a one-year term and until their respective successors have been duly elected and qualified;
2. To ratify the appointment of BPM, LLP (“BPM”) as the Company’s independent registered public accounting firm; and
3. To consider the adjournment of the annual meeting if necessary or appropriate, including to solicit additional proxies in the event that there are not sufficient votes at the time of the annual meeting or adjournment or postponement thereof to approve any of the foregoing proposals and act upon any other business as may properly come before the annual meeting or any adjournments thereof.

Our Board of Directors unanimously recommends a vote FOR Items 1, 2 and 3 described above. The proxy statement fully describes these matters. We have not received notice of other matters that may properly be presented at the annual meeting or any postponement, adjournment or rescheduling thereof.

A list of stockholders entitled to vote at the annual meeting will be open for examination by our stockholders, during regular business hours, for a period of ten days prior to the annual meeting, at the offices of Pine Hill Group 1835 Market Street, Suite 910, Philadelphia, PA 19103. Only stockholders of record at the close of business on November 28, 2017 will receive notice of, and be eligible to vote at, the annual meeting or any adjournment, postponement or rescheduling thereof.

**Your vote is important. Please read the proxy statement and the voting instructions on the enclosed proxy card. Whether or not you plan to attend the annual meeting in person, and no matter how many shares you own, you are urged to sign, date and promptly return the enclosed proxy card. A self-addressed envelope is enclosed for your convenience, and no postage is required if mailed in the United States. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the annual meeting, you must obtain a proxy issued in your name from that record holder.**

By Order of the Board of Directors,

John Brecker  
Chairman of the Board

Dated: December 19, 2017



**THE PMI GROUP, INC.**  
1201 North Orange Street, Suite 800  
Wilmington, DE 19801

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on January 18, 2018**

**INFORMATION CONCERNING SOLICITATION AND VOTING**

**WHY DID YOU SEND ME THIS PROXY STATEMENT?**

The Board of Directors of The PMI Group, Inc., a Delaware corporation, seeks your proxy for use at our 2017 Annual Meeting of Stockholders (or any adjournment, postponement or rescheduling thereof, referred to as the “annual meeting”) to be held on January 18, 2018 at 2:00 PM (local time). Our annual meeting will be held at the offices of The Blackstone Group, L.P., 345 Park Avenue, New York, NY 10154. Unless otherwise indicated, or the context requires otherwise, references in this proxy statement to “PMI,” “we,” “us,” and “our” or similar terms are to The PMI Group, Inc. The approximate date on which the proxy materials, including this proxy statement and the accompanying form of proxy, are first being sent or given to stockholders is December 19, 2017.

**WHAT AM I VOTING UPON?**

At the annual meeting, stockholders will be asked to take action to elect directors and ratify appointment of our independent registered public accounting firm, as described in this proxy statement.

**WHO CAN VOTE?**

Only holders of record of our common stock at the close of business on November 28, 2017, the record date, will receive notice of, and be entitled to vote at, our annual meeting. At the close of business on the record date, 2,074,441 shares of common stock, par value \$0.01 per share, were outstanding and entitled to vote. Our common stock is our only class of voting securities that is issued and outstanding.

***Stockholder of Record: Shares Registered in Your Name***

If, on November 28, 2017, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to sign, date and return the enclosed proxy card to ensure your vote is counted.

***Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Agent***

If, on November 28, 2017, your shares were held, not in your name, but rather in an account at a bank, brokerage firm, or other agent or nominee, then you are the beneficial owner of shares held in “street name” and proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your bank, broker or other agent or nominee on how to vote the shares in your account. Without instructions from you, your bank, brokerage firm or other nominee can NOT vote your shares for Proposal 1 (the election of directors) or on Proposal 3 (other business). Your broker or other nominee may exercise their discretionary voting power with respect to Proposal 2 (the ratification of the appointment of Burr Pilger as our independent registered public accounting firm) which is considered a routine matter. If you do not give instructions, your shares will be broker non-votes and it will have the same effect as a vote “AGAINST” each of these proposals. If you do not want to be treated as voting against these proposals, you must instruct your bank, brokerage firm or other nominee to vote your shares FOR each of proposals 1 and 3. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the annual meeting unless you request and obtain a power of attorney or other proxy authority from your bank, broker or other agent or nominee, and bring it to our annual meeting.

## **WHAT CONSTITUTES A QUORUM?**

A quorum of stockholders is necessary to hold a valid meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of common stock entitled to vote at the annual meeting will constitute a quorum for the transaction of business at the annual meeting. On the record date, there were 2,074,441 shares issued and outstanding and entitled to vote. Thus, at least 1,037,221 shares must be represented by stockholders present at the annual meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your bank, broker or other agent or nominee) or if you vote in person at the annual meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. Broker non-votes occur when a broker or other nominee that holds shares for a beneficial owner does not vote on a proposal because the broker or other nominee does not have discretionary authority to vote on the proposal and has not received voting instructions from the beneficial owner.

## **WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSAL?**

Proposal 1, the election of directors, requires a plurality of the votes of the shares present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors. The nominees receiving the most “For” votes will be elected as our directors. Only votes “For” will affect the outcome. Withheld votes or broker non-votes will not affect the outcome of the vote on Proposal 1. The vote on Proposal 2, ratification of the appointment of Burr Pilger as our independent registered public accounting firm, requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote. If not ratified, the board of directors will reconsider the selection, although the board of directors will not be required to select a different independent auditor for our company. If you fail to submit a proxy or to vote in person at the annual meeting, or if you vote to abstain, it will have the same effect as a vote “AGAINST” Proposal 2 and the ratification of BPM.

## **HOW DO I VOTE IF I ATTEND THE ANNUAL MEETING?**

If you are a stockholder of record, you can attend the annual meeting and vote in person the shares you hold directly in your name on any matters properly brought before the annual meeting. If you choose to do that, please bring the enclosed proxy card and proof of identification. If you want to vote in person at our annual meeting and you hold our common stock through a bank, broker or other agent or nominee, you must obtain a power of attorney or other proxy authority from that organization and bring it to our annual meeting as well as the proof of identification. Follow the instructions from your bank, broker or other agent or nominee included with these proxy materials, or contact your bank, broker or other agent or nominee to request a power of attorney or other proxy authority. Voting in person at the annual meeting will revoke any prior proxy you may have submitted.

## **HOW DO I VOTE IF I DO NOT ATTEND THE ANNUAL MEETING?**

Stockholders of record who do not attend the annual meeting may vote by mail if a properly completed proxy is received by us prior to the date of the annual meeting. Please sign, date and return the enclosed proxy card.

By casting your vote, you are authorizing the individuals listed on the proxy card to vote your shares in accordance with your instructions.

If you are a beneficial owner of shares registered in the name of your bank, broker or other agent or nominee, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted.

## **WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE PROXY CARD?**

If you receive more than one proxy card from us or your bank, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

## **WHO IS SOLICITING MY PROXY?**

PMI's directors and management are soliciting your proxy. The PMI board of directors recommends a vote in favor of all three proposals that will be presented at the annual meeting. The interests of the directors may be different from your interests as a shareholder.

## **WHO IS PAYING FOR THIS PROXY SOLICITATION?**

PMI will bear the cost of soliciting proxies, including the printing, mailing and filing of this proxy statement, the proxy card and any additional information furnished to PMI's stockholders. Arrangements will also be made with banks, brokers, nominees, custodians and fiduciaries who are record holders of PMI's common stock for the forwarding of solicitation materials to the beneficial owners of PMI's common stock. PMI will reimburse these banks, brokers, nominees, custodians and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with the forwarding of solicitation materials.

## **WHO CAN PROVIDE ME WITH ADDITIONAL INFORMATION AND HELP ANSWER MY QUESTIONS?**

If you would like additional copies, without charge, of this proxy statement or if you have questions about the proposals being considered at the annual meeting, including the procedures for voting your shares, please contact Charles Jacobson by email at: [cjacobson@pmigrp.net](mailto:cjacobson@pmigrp.net). Please include the control ID in the subject line.

## **DO I HAVE DISSENTERS' RIGHTS OF APPRAISAL?**

You do not have appraisal rights under Delaware law or under our governing documents with respect to the matters to be voted upon at the Annual Meeting.

## **CAN I CHANGE MY VOTE?**

Yes. You may revoke your proxy by doing any of the following:

- (1) You may send a written notice that you are revoking your proxy at the address indicated below prior to the annual meeting.
- (2) You may submit another properly completed proxy card with a later date, so long as it is received prior to the annual meeting.
- (3) You may attend the annual meeting and vote in person. Simply attending the annual meeting will not, by itself, revoke your proxy.

Any written notice of revocation, or later dated proxy, should be delivered:

***By record holders to:***

American Stock Transfer & Trust Company, LLC  
6201 15th Avenue  
Brooklyn, NY 11219  
Phone: 718-921-8200

***By beneficial holders to:***

Broadridge Financial Solutions, Inc.  
51 Mercedes Way  
Edgewood, NY 11717  
Attn: RECEIVING DEPARTMENT  
Phone: 631-254-7400

**IT IS IMPORTANT THAT YOU VOTE YOUR SHARES OF PMI COMMON STOCK PROMPTLY. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE. SHAREHOLDERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE THEIR PROXIES BY VOTING IN PERSON.**

**PROPOSAL 1  
ELECTION OF DIRECTORS**

**General**

Our Bylaws provide that the Board of Directors shall consist of not less than one and not more than five directors as determined by amendment to our Certificate of Incorporation or Bylaws, or by resolution adopted by a majority of our Board of Directors. The Board of Directors currently consists of three members: John Brecker, Naveen Bhatia and Charles Jacobson, who are also the three Board nominees for election as directors at the annual meeting. Mr. Jacobson was appointed to the Board of Directors on September 8, 2017 to replace Timothy R. Graham who resigned from the board on July 10, 2017 for personal reasons.

The nominees will be elected for a term of one year and until their successors are elected and qualified or until each director's earlier resignation or removal.

If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee determined by our Board. The nominees have consented to being named in this proxy statement and have agreed to serve if elected. We have no reason to believe that either of the nominees will be unable to serve.

The following table sets forth the name and age of our nominees, his position with us and the year in which he was first elected to the Board.

Name	Position Held in PMI	Director of PMI Since	Age as of November 28, 2017
Charles Jacobson.....	Interim Chief Executive Officer, Interim Chief Financial Officer and Director	2017	46
John Brecker .....	Chairman of the Board, Vice President, Treasurer, Assistant Secretary	2013	52
Naveen Bhatia .....	Director	2015	38

The business experience of our executive officers and nominees for director is set forth below.

**Charles Jacobson** was appointed our interim CFO in October 2015, our interim CEO in October 2016 and a director in September 2017. He serves as the CEO and Managing Director of Pine Hill Group, LLC, or Pine Hill, a consulting firm, which he co-founded in 2007. Pine Hill provides management level finance, accounting and transaction advisory services to middle market public and private companies. Since May 2015, Mr. Jacobson serves as CFO, Treasurer and Director of Parkview Capital Credit, Inc., or Parkview, a business development company, pursuant to a to an agreement between Pine Hill and Parkview. Since 2012, Mr. Jacobson has also served as CFO of SWK Holdings, Inc., a publicly traded company providing specialty financing solutions to companies in the life science industry. From 2012 to 2013, Mr. Jacobson served as CEO and CFO of Pro Capital, LLC, or Pro Cap, an investment management business specializing in investments of municipal tax liens pursuant to an agreement between Pine Hill and Pro Cap. Mr. Jacobson also served on Pro Cap's board of managers from 2012 to 2014. From 2008 to 2011, Mr. Jacobson served as CFO of FS Investment Corporation pursuant

to an agreement between Pine Hill and FS Investment Corporation. From 2001 to 2007, Mr. Jacobson worked for ATX Communications, Inc., or ATX, becoming the organization's senior vice president of finance where he was responsible for managing ATX's finance organization. Prior to working for ATX, Mr. Jacobson held senior managerial audit positions with Ernst & Young LLP from 1999 to 2000 and with BDO Seidman, LLP from 1996 to 1999, where he was responsible for audit engagements of private, pre-IPO and publicly traded companies in a variety of different industries. Mr. Jacobson began his professional career in 1993 at a regional public accounting firm where he performed audits on governmental entities. Mr. Jacobson is a Certified Public Accountant and holds a B.S. degree in Accounting from Rutgers University.

**John Brecker** has been a Director since October 1, 2013 and is the Chairman of the Board of Directors, Vice President, Treasurer and Assistant Secretary of PMI. Mr. Brecker is a partner of Drivetrain Advisors, which provides fiduciary services to financial firms and for financially troubled entities. Mr. Brecker served as a Principal and Co-founder of Longacre Fund Management, L.L.C. from 1998 to 2013 and has extensive experience in distressed debt investing. He also serves as a member of numerous boards of directors and associated committees, including most recently as Chairman of the Board of Refrigerator Holdings, Inc., a member of the Audit Committee for Catalyst Paper Company, Inc., a director for Broadview Networks, Inc. and was a member of the Audit and Compensation Committees of Morgans Hotel Group from May 2014 until November 2015. Mr. Brecker received a law degree from St. John's University School of Law and a Bachelor of Arts in Political Science from American University.

**Naveen Bhatia** has been a director of PMI since September 2015. Mr. Bhatia is a Principal in the Tactical Opportunities Group at Blackstone Opportunities Advisors LLC, a subsidiary of The Blackstone Group, L.P. ("Blackstone"). Before joining Blackstone in 2013, Mr. Bhatia was a Managing Director at 40 North Industries LLC, a private investment firm where he focused on special situations equity and debt investments, both public and private. Prior to 40 North, Mr. Bhatia was with Keffi Group, Ltd., a family office in New York. From 2003 to 2008, Mr. Bhatia was a Co-Founder and Partner at Eagle Lake Capital LLC, a private investment partnership focused on fundamental, value investing across the capital structure. He started his career as a member of the Restructuring Group at Rothschild. Mr. Bhatia also currently serves as a Director of JDA Software, RG Barry, and Cotton Holdings Inc., where he has been Chairman since 2010. He received a BA in Public Health from the Johns Hopkins University, and, for the past 6 years, is an Adjunct Professor at Columbia Business School.

### **Involvement in Certain Legal Proceedings**

During the past ten years, none of our officers, directors, promoters or control persons have been involved in any legal proceedings as described in Item 401(f) of Regulation S-K.

### **COMPENSATION OF DIRECTORS**

In 2017, Messrs. Brecker and Bhatia will receive \$6,500 per month as fees for serving on the Company's Board of Directors. Mr. Jacobson's Board of Director compensation is the subject of ongoing discussions with the full Board. Mr. Bhatia does not receive direct compensation from PMI as the \$6,500 per month board fees for his services are paid to Blackstone. Mr. Bhatia is an employee of Blackstone and serves as a member of the board of directors as a designee of Blackstone. Mr. Brecker was paid \$78,000 in director's fees in 2016 and Blackstone was paid \$78,000 in board of director's fees in 2016. Directors are also reimbursed travel expenses for each in-person meeting attended and miscellaneous expenses incurred in connection with their service.

### ***Claim Resolution Incentive Award Agreement***

On December 13, 2013, PMI entered into a Claim Resolution Incentive Award Agreement with Brecker and former director Timothy Graham. Each Claim Resolution Incentive Award Agreement originally provided that, in the event PMI's ongoing claim against QBE Holdings (AAP) PTY Limited (the "QBE Claim") is resolved for AUD5 million or more, each of the directors party thereto will receive a payment of 1% of the amount recovered in respect of the QBE Claim without regard to costs incurred by PMI in connection with the claim.

Effective May 28, 2015, the Claim Resolution Incentive Award Agreements with Messrs. Graham and Brecker was amended to (i) eliminate the minimum recovery threshold and (ii) increase the potential award to each director to 3% of the amount recovered in respect of the QBE Claim up to \$5 million plus 2% of any recovery in excess of \$5 million, up to \$12.5 million plus 1% of any recovery in excess of \$12.5 million. In order for a Board member to receive any amounts earned under the original or amended Claim Resolution Award, the claim resolution needs to occur

prior to December 31, 2018.

Subsequent to trial and an adverse ruling against PMI in June 2016, the QBE Claim was resolved by agreement on August 18, 2016. Under the terms of the agreement, QBE agreed to pay in full and final settlement of PMI's claim of AUD 3,300,000 (approximately \$2,516,000), that each of PMI and QBE would be responsible for their own costs incurred in connection with the claim and QBE agreed to the release to PMI of AUD 930,000, plus interest, (approximately \$724,000) posted as security for QBE's costs incurred in the defense of the claim (the "QBE Settlement"). In addition, the parties agreed to release and discharge each other from any and all claims related to the matter. The Company paid a total of \$194,000 in awards to Messrs. Graham and Brecker during September 2016 under the Claim Resolution Incentive Award Agreements as a result of the QBE Settlement. No payments were paid to Messrs. Graham and Brecker during 2017 under the Claim Resolution Incentive Award Agreements.

### ***Transaction Incentive Award Agreement***

On December 31, 2013, PMI entered into Transaction Incentive Award Agreements with the members of its Board of Directors. Each Transaction Incentive Award Agreement was amended and restated as of May 28, 2015 and then amended as of August 28, 2015 (the "Amended and Restated Transaction Incentive Award Agreement"). Each agreement provides an incentive award opportunity for the applicable director in the event that PMI enters into a capital raise, an acquisition of an unrelated entity (or the assets of an unrelated entity), a minority investment in an unrelated entity or a combination of the foregoing transactions.

In order to be entitled to a cash award under the agreement, a director must remain in continuous service on the board of directors of PMI until the earlier of the closing of the applicable transaction or December 31, 2015 (unless an earlier termination of that relationship is due to a termination without cause or at the request of the Board). In addition, the transaction must have closed by December 31, 2018. If a director's service terminates due to death or disability or due to voluntary termination (but prior to the closing of the transaction), the service based vesting component will be deemed completed as to a pro-rata portion of the award, determined by dividing the number of full months beginning on October 1, 2013, the date of emergence from bankruptcy, that have elapsed as of the date of termination by a denominator of 27. The amount of cash payable to Messrs. Graham and Brecker, respectively, under each of the Amended and Restated Transaction Incentive Award Agreements, is based on the value of all transactions which are agreed to on or prior to December 31, 2018, provided, however, if the transaction value of a transaction is below \$5 million, the award will be \$50,000 without regard to a minimum transaction value. If the transaction value is between \$5 million and \$36 million, the award will be an amount equal to one percent of the transaction value up to a maximum award payment under each agreement of \$360,000. In September 2015, each of Messrs. Graham and Brecker received a payment of \$118,000 with respect to the BTO Transaction discussed below which amount is included in determining the maximum aggregate amount of cash awards. No additional amounts were paid in 2017 under the Transaction Incentive Award Agreements. There will be no additional cash awards under the amended agreements regardless of the aggregate transaction value exceeding \$36 million or number of transactions.

In addition, each director will be awarded, subject to vesting as provided below, restricted shares of PMI's common stock equal to 0.50% of the number of shares issued by PMI in a capital raising transaction or strategic acquisition (measured on a fully diluted basis assuming completion of all outstanding stock purchase agreements and full exercise or conversion of all outstanding rights to acquire shares issued or granted in connection with such capital raising transaction or strategic acquisition) following the consummation of the BTO Transactions (discussed below) and prior to the Equity Vest Date (defined below), up to a maximum number of shares equal to the lesser of (i) 40,000 shares (subject to equitable adjustment in the event of a stock split, stock dividend, recapitalization, reorganization, consolidation, merger or similar corporate event) and (ii) shares with a value (measured as of the Equity Vest Date) of \$500,000.

In the event that either (i) director has Continuous Service through the third anniversary of the closing of the BTO Transactions (such anniversary, the "Equity Vest Date") or (ii) the director's Continuous Service ends prior to the Equity Vest Date due to involuntary termination, including death or disability (a "Qualifying Termination"), then the director shall receive the Equity Grant. In the event that the director's Continuous Service ends prior to the Equity Vest Date for any reason other than due to an Involuntary Termination, then the director's right to the Equity Grant shall immediately be forfeited. No equity awards were made in 2017 under the Transaction Incentive Award Agreements.



### ***Related Party Transactions***

On August 28, 2015, PMI entered into a series of transactions (the “BTO Transactions”) in conjunction with the acquisition by BTO PMI Holdings L.P. (“BTO Holdings”) of 764,542 shares of PMI common stock from another shareholder of the Company, including entry into a Subordinated Loan Agreement with BTO PMI Holdings-NQ, L.P. (“BTO Holdings-NQ”) pursuant to which BTO PMI Holdings-NQ, L.P. agreed to make available to us in one or more term loans up to \$8,000,000 (the “BTO Loan Agreement”) and the issuance of a common stock purchase Warrant to BTO Holdings-NQ (collectively, BTO Holdings and BTO Holdings-NQ are referred to as “BTO”). Contemporaneous with the BTO Transactions, we borrowed \$4,000,000 pursuant to the terms of the BTO Loan Agreement and issued a promissory note to BTO Holdings-NQ (the “BTO Note”). In addition, we entered into an Investor Rights Agreement and a Registration Rights Agreement with BTO which among other things provides BTO with certain governance rights and rights to demand and/or piggy-back in a registered offering under certain circumstances as defined in the agreements.

On September 19, 2016, the Company entered into an amendment to the BTO Loan Agreement that allowed the Company to repay the accrued interest portion of the loan upon receipt of proceeds from the QBE litigation. The Company made a payment of \$459,000 in September 2016 to BTO Holdings-NQ in accordance with this amendment.

On August 31, 2017, the Company entered into a second amendment to the BTO Loan Agreement that extended the maturity date of the BTO Loan in the principal sum of approximately \$4,398,000 to August 28, 2019 and extended the time period in which funds would be made available for borrowing to the earlier of (i) August 28, 2018 and (ii) termination and acceleration of the BTO Loan as provided for in the BTO Loan Agreement.

See Note 5 to the Company’s Notes to Consolidated Financial Statements for the year ended December 31, 2016.

### ***Release of Restricted Cash Pursuant to Cost Allocation Agreement***

On December 12, 2012, the Company and PMI Mortgage Insurance Co. (“MIC”) agreed to the Second Amended and Restated Cost Allocation Agreement (the “CAA”), pursuant to which MIC provided certain Transition Services and Additional Services (both as defined in the CAA) to the Company. The CAA required the deposit of approximately \$1.2 million into an escrow account (the “Escrow Account”). In October 2017, \$500,000 was released to the Company from the Escrow Account thereby increasing the Company’s available cash and reducing the amount of restricted cash to \$700,000. See Notes 2, 3 and 4 to the Company’s Notes to Consolidated Financial Statements for the year ended December 31, 2016.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of the Record Date the number of and percent of our common stock beneficially owned by:

- all directors,
- our executive officers,
- our directors and executive officers as a group, and
- persons or groups known by us to own beneficially 5% or more of our Common Stock:

Unless otherwise indicated, the business address of each of the beneficial owners listed below is 1201 North Orange Street, Suite 800, Wilmington, DE 19801.

	<b>Title of Class</b>	<b>Number of Shares Beneficially Owned<sup>(1)</sup></b>	<b>Percentage of Class<sup>(2)</sup></b>
Charles Jacobson	Common Stock	0	0%
John Becker	Common Stock	0	0%
Naveen Bhatia <sup>(3)</sup>	Common Stock	0	0 %
Executive Officers and Directors as a group (3 persons)	Common Stock	0	0%
Five percent shareholders:			
BTO PMI Holdings L.P. <sup>(4)</sup>	Common Stock	764,542	36.86%
Deutsche Bank AG <sup>(5)</sup>	Common Stock	127,026	6.12%

- (1) This column represents the total number of votes each named stockholder is entitled to vote upon matters presented to the shareholders for a vote.
- (2) The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our capital stock outstanding on the record date. On the record date there were 2,074,441 shares of our common stock outstanding. To calculate a stockholder's percentage of beneficial ownership, we include in the numerator and denominator the common stock all shares of our common stock issuable to that person in the event of the exercise of outstanding options and other derivative securities owned by that person which are exercisable within 60 days of the record date. Common stock options, warrants and derivative securities held by other stockholders are disregarded in this calculation. Therefore, the denominator used in calculating beneficial ownership among our stockholders may differ. Unless we have indicated otherwise, each person named in the table below has sole voting power and investment power for the shares listed opposite such person's name.
- (3) The number of shares owned by Mr. Bhatia excludes 764,542 shares owned by BTO PMI Holdings L.P. ("BTO"). Mr. Bhatia is a Principal in the Tactical Opportunities Group at Blackstone Opportunities Advisors LLC which has voting and dispositive control over the securities held by BTO. Mr. Bhatia disclaims beneficial ownership of our shares owned by BTO.
- (4) BTO PMI Holdings L.P. address is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154.
- (5) Deutsche Bank AG's address is Theodor-Heuss-Allee 70, 60468 Frankfurt am Main, Federal Republic of Germany.

## **VOTE REQUIRED**

Under applicable Delaware law, the election of each nominee requires the affirmative vote by a plurality of the voting power of the common stock present and entitled to vote on the election of directors at the Annual Meeting at which a quorum is present.

**THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES NAMED ABOVE AS DIRECTORS, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.**

### **RATIFICATION OF THE APPOINTMENT OF BPM, LLP – PROPOSAL 2**

The Board of Directors has appointed BPM as our independent registered public accounting firm to audit our financial statements for the year ending December 31, 2017. Although shareholder ratification of the appointment of our independent auditor is not required by our bylaws or otherwise, we are submitting the selection of BPM to our shareholders for ratification to permit shareholders to participate in this important corporate decision. If not ratified, the Board of Directors will reconsider the selection, although the Board of Directors will not be required to select a different independent auditor for our company.

Audit Fees. Audit fees consist of fees billed for services associated with the annual audit. For the years ended December 31, 2016 and 2015, the fees for audit services totaled an aggregate of approximately \$36,750 and \$73,500, respectively.

## **VOTE REQUIRED**

The affirmative vote of a majority of the shares present at the Annual Meeting will be required for the approval of this Proposal 2.

***THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” RATIFICATION OF BPM, LLP AS THE INDEPENDENT REGISTERED ACCOUNTING FIRM OF THE PMI GROUP, INC.***

### **PROPOSAL 3 ADJOURNMENT**

At the Annual Meeting, we may ask our stockholders to vote on a proposal to adjourn the Annual Meeting if necessary or appropriate in the sole discretion of our Board of Directors, including to solicit additional proxies in the event that there are not sufficient votes at the time of the Annual Meeting or any adjournment or postponement of the Annual Meeting to approve any of the other proposals.

If at the Annual Meeting the number of shares of our Voting Capital present or represented by proxy and voting in favor of a proposal is insufficient to approve such proposal, then our Board of Directors may hold a vote on each proposal that has garnered sufficient votes, if any, and then move to adjourn the Annual Meeting as to the remaining proposals in order to solicit additional proxies in favor of those remaining proposals.

Alternatively, even if there are sufficient shares of our Common Stock present or represented by proxy voting in favor of all of the proposals, our Board of Directors may hold a vote on the adjournment proposal if, in its sole discretion, it determines that it is necessary or appropriate for any reason to adjourn the Annual Meeting to a later date and time. In that event, we will ask our stockholders to vote only upon the adjournment proposal and not any other proposal.

Any adjournment may be made without notice (if the adjournment is not for more than thirty days and a new record date is not fixed for the adjourned meeting), other than by an announcement made at the Annual Meeting of the time, date and place of the adjourned meeting.

Any adjournment of the Annual Meeting will allow our stockholders who have already sent in their proxies to revoke them at any time prior to their use at the Annual Meeting as adjourned.

If we adjourn the Annual Meeting to a later date, we will transact the same business and, unless we must fix a new record date, only the stockholders who were eligible to vote at the original meeting will be permitted to vote at the adjourned meeting.

### **VOTE REQUIRED**

The affirmative vote of a majority of the Common Stock present at the Annual Meeting will be required for the approval of this Proposal 3.

**THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ADJOURNMENT OF THE ANNUAL MEETING IF NECESSARY OR APPROPRIATE IN THE SOLE DISCRETION OF THE BOARD OF DIRECTORS, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.**

### **OTHER BUSINESS**

As of the date of this Proxy Statement, the management of we have no knowledge of any business that may be presented for consideration at the Annual Meeting, other than that described above. As to other business, if any, that may properly come before the Annual Meeting, or any adjournment thereof, it is intended that the Proxy hereby solicited will be voted in respect of such business in accordance with the judgment of the Proxy holders.

By Order of the Board of Directors,

John Brecker  
Chairman of the Board