

GENWORTH FINANCIAL INC  
Form SC 13G/A  
February 14, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\_\_\_\_\_  
SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2

(Amendment No. 2) \*

GENWORTH FINANCIAL, INC.

-----  
(Name of Issuer)

Class A Common Stock, \$.001 par value per share

-----  
(Title of Class of Securities)

37247D106

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 37247D106

13G

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GE Financial Assurance Holdings, Inc.  
54-1829180

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

86,216,559

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

86,216,559

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,216,559

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.3%

12 TYPE OF REPORTING PERSON

CO

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CUSIP No. 37247D106	13G
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	GEI, Inc. 72-1545331
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
-----	
	5 SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
-----	
	6 SHARED VOTING POWER
	86,216,559
-----	
	7 SOLE DISPOSITIVE POWER
	0
-----	
	8 SHARED DISPOSITIVE POWER
	86,216,559
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	86,216,559
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	18.3%
-----	
12	TYPE OF REPORTING PERSON
	CO
-----	

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CUSIP No. 37247D106	13G
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	General Electric Capital Corporation 13-1500700
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
-----	
	5 SOLE VOTING POWER
	0
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
-----	
	6 SHARED VOTING POWER
	86,216,559
-----	
	7 SOLE DISPOSITIVE POWER
	0
-----	
	8 SHARED DISPOSITIVE POWER
	86,216,559
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	86,216,559
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	18.3%
-----	
12	TYPE OF REPORTING PERSON
	CO
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CUSIP No. 37247D106  
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13G  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Capital Services, Inc.  
06-1109503  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

86,216,559  
-----

7 SOLE DISPOSITIVE POWER

0  
-----

8 SHARED DISPOSITIVE POWER

86,216,559  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,216,559  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.3%  
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12 TYPE OF REPORTING PERSON

CO  
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CUSIP No. 37247D106

13G

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Company  
14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

86,216,559

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

86,216,559

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,216,559

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.3%

12 TYPE OF REPORTING PERSON

CO

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This Amendment No. 2 to Schedule 13G with respect to Genworth Financial, Inc. is being filed by GE Financial Assurance Holdings, Inc., GEI, Inc., General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company (collectively, the "Reporting Persons") to amend the Schedule 13G (the "Schedule 13G") originally filed by the Reporting Persons on February 14, 2005 and amended by the Reporting Persons on March 31, 2005. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule 13G.

ITEM 4. OWNERSHIP.

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference. As of December 31, 2005, GEFAHI was the direct beneficial owner of 86,216,559 shares of the Company's Class B Common Stock. GE, indirectly through subsidiaries, may be deemed to have beneficial ownership of these shares.

The Class B Common Stock may be owned only by GE and its affiliates. Upon any sale or other disposition by GE and its affiliates of shares of Class B Common Stock to any person other than GE or an affiliate of GE, such shares of Class B Common Stock automatically convert into shares of Class A Common Stock. In addition, on the first date on which GE and its affiliates no longer beneficially owns at least 10% of the aggregate number of shares of Class A Common Stock and Class B Common Stock outstanding, all outstanding shares of Class B Common Stock automatically convert into shares of Class A Common Stock. Shares of Class B Common Stock convert into shares of Class A Common Stock on a share-for-share basis.

Accordingly, as of December 31, 2005, each of the Reporting Persons beneficially owned 86,216,559 shares of Class A Common Stock, representing approximately 18.3% of the outstanding shares of Class A Common Stock determined in accordance with Rule 13d-3 under the Securities Exchange Act (based on 470,912,511 shares of common stock reported as outstanding, as of December 1, 2005, by the Company in its Prospectus filed December 2, 2005, including 86,216,559 shares of Class A Common Stock issuable upon conversion of the shares of Class B Common Stock beneficially owned by the Reporting Persons).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2006

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: /s/ Briggs Tobin

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Name: Briggs Tobin

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Title: Attorney-in-fact

GEI, INC.

By: /s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Briggs Tobin

-----  
Name: Briggs Tobin  
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Briggs Tobin

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Name: Briggs Tobin  
Title: Attorney-in-fact