

REINSURANCE GROUP OF AMERICA INC  
Form 8-K  
November 03, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): November 3, 2008**

**REINSURANCE GROUP OF AMERICA, INCORPORATED**

(Exact Name of Registrant as specified in Charter)

Missouri  
(State or other jurisdiction  
of incorporation)

1-11848  
(Commission File Number)

43-1627032  
(I.R.S. Employer  
Identification No.)

1370 TIMBERLAKE MANOR PARKWAY  
CHESTERFIELD, MISSOURI 63017  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (636) 736-7000

(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))
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**Item 7.01 Regulation FD Disclosure**

On November 3, 2009, Reinsurance Group of America, Incorporated (the Company ) issued a press release (the Press Release ) announcing the offering of \$300 million of senior notes due 2019 ( Senior Notes ) pursuant to a public offering. A copy of the Press Release is furnished with this report as Exhibit 99.1 and incorporated by reference herein.

This report does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offer of the Senior Notes as described above will be made solely by means of a prospectus in accordance with the Securities Act of 1933, as amended.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ), or otherwise subject to the liabilities of such section, nor shall such information or exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following documents are filed as exhibits to this report:

12.1 Computation of ratio or earnings to fixed charges

99.1 Press Release dated November 3, 2009

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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 thereunto duly authorized.

Reinsurance Group of America, Incorporated

By: /s/ Todd C. Larson  
Todd C. Larson  
Executive Vice President    Corporate  
Finance and Treasurer

Date: November 3, 2009

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**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                                |
|-----------------------|---|
| 12.1                  | Computation of ratio of earnings to fixed charges |
| 99.1                  | Press Release dated November 3, 2009              |