

REINSURANCE GROUP OF AMERICA INC  
Form 8-K  
May 16, 2013

**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): May 15, 2013

**REINSURANCE GROUP OF AMERICA, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

Missouri  
(State or Other Jurisdiction of

1-11848  
(Commission

43-1627032  
(IRS Employer

Incorporation)

File Number)

Identification Number)

1370 Timberlake Manor Parkway, Chesterfield, Missouri 63017

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(Address of Principal Executive Office)

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

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of shareholders (the Annual Meeting) of Reinsurance Group of America, Incorporated (the Company) was held on May 15, 2013. The count of shares present at the meeting, in person or proxy, was 66,525,156, or approximately 90% of the outstanding voting shares of the Company. At the Annual Meeting, the Company's shareholders were asked to vote on the election of two directors and the six proposals described below, and the votes were cast as follows:

1. Election of the following directors for terms expiring in 2016:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
William J. Bartlett	61,532,039	1,781,772	3,211,314
Alan C. Henderson	60,050,913	3,262,820	3,211,314

2. Advisory vote to approve the compensation of the Corporation's named executive officers:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
62,642,844	615,125	55,767	3,211,314

3. Vote to approve an amendment to the Corporation's Flexible Stock Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
58,125,689	5,064,734	123,410	3,211,314

4. Vote to re-approve performance measures under the Corporation's Annual Bonus Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
60,345,622	2,843,478	124,666	3,211,314

5. Vote to re-approve performance measures under the Corporation's Flexible Stock Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
61,404,758	1,784,372	124,532	3,211,314

6. Vote to amend the Corporation's Articles of Incorporation to declassify the Board of Directors, which required the vote of 85% of outstanding shares for approval:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>	<b>Percentage of Outstanding Shares Voting For</b>
60,079,594	1,474,396	1,759,516	3,211,314	81.5%

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7. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2013.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
64,080,267	2,410,405	34,459

**SIGNATURE**

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.

**REINSURANCE GROUP OF AMERICA, INCORPORATED**

Date: May 16, 2013

By: /s/ Jack Lay  
Jack B. Lay  
Senior Executive Vice President and Chief Financial Officer