

REINSURANCE GROUP OF AMERICA INC  
Form 8-K  
May 22, 2014

**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 21, 2014**

**REINSURANCE GROUP OF AMERICA, INCORPORATED**

**(Exact Name of Registrant as Specified in its Charter)**

**Missouri**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-11848**  
**(Commission**  
**File Number)**

**43-1627032**  
**(IRS Employer**  
**Identification Number)**

**1370 Timberlake Manor Parkway, Chesterfield, Missouri 63017**

(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 21, 2014. The number of shares present at the meeting, in person or proxy, was 65,155,001, or approximately 93% of the outstanding voting shares of the Company. At the Annual Meeting, the Company s shareholders were asked to vote on the election of five directors and the two 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>
Christine R. Detrick	60,786,917	1,554,581	2,813,483
Joyce A. Phillips	60,779,999	1,561,504	2,813,483

Election of the following directors for terms expiring in 2017:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Arnoud W.A. Boot	60,796,938	1,544,580	2,813,483
John F. Danahy	60,907,968	1,433,550	2,813,483
J. Cliff Eason	59,480,184	2,861,334	2,813,483

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>
60,624,012	1,621,364	95,990	2,813,483

3. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company s independent auditor for the fiscal year ending December 31, 2014.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
63,557,178	1,563,070	34,752

**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 22, 2014

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