

REINSURANCE GROUP OF AMERICA INC
Form 8-K
May 24, 2010

**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 19, 2010

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))
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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 19, 2010. The count of shares present at the meeting, in person or proxy, was 65,238,240, or 89.2% of the outstanding voting shares of the Company. At the Annual Meeting, the Company's shareholders were asked to vote on the two proposals described below, and the votes were cast as follows:

1. Election of the following Directors for terms expiring in 2013:

| | For | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| William J. Bartlett | 62,586,039 | 551,409 | 2,153,042 |
| Alan C. Henderson | 62,508,140 | 629,308 | 2,153,042 |
| Rachel Lomax | 62,566,497 | 570,951 | 2,153,042 |

Election of the following Director for a term expiring in 2012:

| | For | Withheld | Broker Non-Votes |
|--------------|------------|----------|------------------|
| Fred Sievert | 62,580,004 | 557,444 | 2,153,042 |

2. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2010

| For | Against | Abstain |
|------------|-----------|---------|
| 62,540,738 | 2,675,539 | 21,963 |

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 24, 2010

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