

Edgar Filing: REINSURANCE GROUP OF AMERICA INC - Form SC 13G

REINSURANCE GROUP OF AMERICA INC
Form SC 13G
October 20, 2008

SECURITIES & 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 13d-2(b)

(Amendment No. ___)*

Reinsurance Group of America, Incorporated
(Name of Issuer)

Class B Common Stock, par value \$0.01 per share
(Title of Class of Securities)

75935150
(CUSIP Number)

September 23, 2008
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 12 Pages)

*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 purposes of Section 18 of the Securities Exchange Act
of 1934 ("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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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.

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OF ABOVE PERSONS (ENTITIES ONLY)
DEL MAR MASTER FUND, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 1,574,149
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 1,574,149

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,574,149

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.38%

(12) TYPE OF REPORTING PERSON ** CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
DEL MAR DISTRESSED OPPORTUNITIES MASTER FUND, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

| | | | |
|--------------|---|--------------------------|---------|
| NUMBER OF | (5) | SOLE VOTING POWER | -0- |
| SHARES | ----- | | |
| BENEFICIALLY | (6) | SHARED VOTING POWER | 190,473 |
| OWNED BY | ----- | | |
| EACH | (7) | SOLE DISPOSITIVE POWER | -0- |
| REPORTING | ----- | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER | 190,473 |
| ----- | | | |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 190,473 |
| ----- | | | |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | | [] |
| ----- | | | |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | 0.65% |
| ----- | | | |
| (12) | TYPE OF REPORTING PERSON ** | | CO |

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| | | | |
|-------|---|--|--------------------|
| (1) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) DEL MAR ASSET MANAGEMENT, LP | | |
| ----- | | | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | | (a) [X] (b) [] |
| ----- | | | |
| (3) | SEC USE ONLY | | |
| ----- | | | |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION | | Delaware |

| | | | |
|--------------|-------|---------------------|-----------|
| NUMBER OF | (5) | SOLE VOTING POWER | -0- |
| SHARES | ----- | | |
| BENEFICIALLY | (6) | SHARED VOTING POWER | 1,764,622 |
| OWNED BY | ----- | | |

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EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 1,764,622

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,764,622

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.03%

(12) TYPE OF REPORTING PERSON ** IA

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
DEL MAR MANAGEMENT, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 1,764,622

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 1,764,622

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,764,622

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

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9) 6.03%

 (12) TYPE OF REPORTING PERSON **
 OO

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

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

 NUMBER OF (5) SOLE VOTING POWER -0-
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER 1,764,622
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER -0-
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 1,764,622

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 1,764,622

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

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9) 6.03%

 (12) TYPE OF REPORTING PERSON **
 IN

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Item 1(a). Name of Issuer:

The name of the issuer is Reinsurance Group of America, Incorporated (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 1370 Timberlake Manor Parkway, Chesterfield, MO 63017

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Del Mar Master Fund, Ltd., a Cayman Islands exempted company (the "Master Fund"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;
- (ii) Del Mar Distressed Opportunities Master Fund, Ltd, a Cayman Islands exempted company (the "Distressed Opportunities Master Fund"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;
- (iii) Del Mar Asset Management, LP, a Delaware limited partnership ("DMAM"), which serves as the investment manager of the Master Fund, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Master Fund and the Distressed Opportunities Master Fund;
- (iv) Del Mar Management, LLC, a Delaware limited liability company (the "GP"), which serves as the general partner of DMAM, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Master Fund and the Distressed Opportunities Master Fund;
- (v) Mr. David Freelove ("Mr. Freelove"), who serves as the managing member of the GP, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Master Fund and the Distressed Opportunities Master Fund.

The Master Fund, the Distressed Opportunities Master Fund, DMAM, GP and Mr. Freelove are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

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The address of the business office of each of the Reporting Persons is 711 Fifth Avenue, New York, N.Y. 10022.

Item 2(c). Citizenship:

Each of the GP and DMAM is organized under the laws of the State of Delaware. The Master Fund and the Distressed Opportunities Master Fund are exempted companies organized under the laws of the Cayman Islands. Mr. Freelove is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Class B common stock, par value \$0.01 per share (the "Common Stock")

Item 2(e). CUSIP Number:

75935150

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

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Item 4. Ownership*.

A. Del Mar Master Fund, Ltd.

(a) Amount beneficially owned: 1,574,149

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- (b) Percent of class: 5.38%
The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 29,243,539 shares of Common Stock issued and outstanding on September 12, 2008 as reflected in the Company's Registration Statement on Form S-4 filed on September 16, 2008.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,574,149
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,574,149

B. Del Mar Distressed Opportunities Master Fund, Ltd

- (a) Amount beneficially owned: 190,473
- (b) Percent of class: 0.65%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 190,473
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 190,473

C. Del Mar Asset Management, LP

- (a) Amount beneficially owned: 1,764,622
- (b) Percent of class: 6.03%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,764,622
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,764,622

D. Del Mar Management, LLC

- (a) Amount beneficially owned: 1,764,622
- (b) Percent of class: 6.03%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,764,622
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,764,622

* As of September 23, 2008, the date of event which requires filing of this statement, Del Mar Master Fund, Ltd. beneficially owned 2,224,149 shares and 7.61% percent of the class; Del Mar Distressed Opportunities Master Fund, Ltd beneficially owned 257,673 shares and 0.88% percent of the class; Del Mar Asset Management, LP beneficially owned 2,481,822 shares and 8.49% percent of the class; Del Mar Management, LLC beneficially owned 2,481,822 shares and 8.49% percent of the class; and Mr. David Freelove beneficially owned 2,481,822 shares and 8.49% percent of the class.

E. Mr. David Freelove

- (a) Amount beneficially owned: 1,764,622
- (b) Percent of class: 6.03%

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- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,764,622
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,764,622

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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: October 20, 2008

/s/ David Freelove

David Freelove, (a) individually; (b) as managing member of Del Mar Management, LLC, for itself and as the general partner of Del Mar Asset Management, LP., for itself and as the investment manager of Del Mar Master Fund, Ltd. and Del Mar Distressed Opportunities

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Master Fund, Ltd.

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EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: October 20, 2008

/s/ David Freelove

David Freelove, (a) individually; (b) as
managing member of Del Mar Management, LLC,
for itself and as the general partner of Del
Mar Asset Management, LP., for itself and as
the investment manager of Del Mar Master Fund,
Ltd. and Del Mar Distressed Opportunities
Master Fund, Ltd.