

REINSURANCE GROUP OF AMERICA INC

Form 8-K

October 31, 2008

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**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): October 29, 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 1.01. Entry into a Material Definitive Agreement.**

Reinsurance Group of America, Incorporated (the Company ) entered into an Underwriting Agreement as of October 29, 2008 (the Underwriting Agreement ) with the underwriters named therein (the Underwriters ), which are represented by Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, pursuant to which the Company agreed to sell 8,900,000 shares of the Company s class A common stock, par value \$0.01 per share (the Common Stock ), to the Underwriters, at a public offering price of \$33.89 per share in an underwritten public offering (the Offering ). On October 30, 2008, the Underwriters informed the Company that they intend to exercise their over-allotment option in full to purchase an additional 1,335,000 shares of the Company s class A common stock. Subject to customary closing conditions, the Company expects that net proceeds of the Offering, after underwriting discounts, commissions and estimated expenses, will be approximately \$331.6 million.

The Offering is being made pursuant to the Company s automatic shelf registration statement on Form S-3 (Registration No. 333-131761, 333-131761-01 and 333-131761-02), as amended, and a related prospectus supplement, in each case, filed with the Securities and Exchange Commission.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities. The Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

The opinion of the Company s counsel as to the legality of the class A common stock is filed as Exhibit 5.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

See Exhibit Index.

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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  
Senior Vice President, Controller  
and Treasurer

Date: October 31, 2008

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 29, 2008, by and among the Company and Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, as representatives for the underwriters named therein.
5.1	Opinion of the Company's counsel, William L. Hutton, Esq., regarding the legality of the Company's class A common stock.
23.1	Consent of William L. Hutton, Esq. (included in Exhibit 5.1).