

REINSURANCE GROUP OF AMERICA INC
Form 8-K
May 21, 2015

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 20, 2015

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Missouri
(State or Other Jurisdiction

1-11848
(Commission

43-1627032
(IRS Employer

of Incorporation)

File Number)

Identification Number)

16600 Swingley Ridge Road, 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 20, 2015. The number of shares present at the meeting, in person or proxy, was 63,151,002, or approximately 93.8% of the outstanding voting shares of the Company. At the Annual Meeting, the Company's shareholders were asked to vote on the election of three directors and the two proposals described below, and the votes were cast as follows:

1. Election of the following directors for terms expiring in 2018:

	For	Abstain	Broker Non-Votes
Frederick J. Sievert	58,532,516	1,805,956	2,812,530
Stanley B. Tulin	58,652,261	1,686,211	2,812,530
A. Greig Woodring	57,615,912	2,722,560	2,812,530

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

For	Against	Withheld	Broker Non-Votes
59,130,397	1,062,199	145,876	2,812,530

3. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2015.

For	Against	Abstain
61,840,053	1,273,363	37,586

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 21, 2015

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