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GENWORTH FINANCIAL INC
Form 13F-HR
November 07, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment ; Amendment Number:

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA November 7, 2012

[Signature]

[City, State]

[Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 390 lines

Form 13F Information Table Value Total: 2,638,523
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVE DISC
3M CO COM	COM	88579Y101	2,972	32,158	SH		So
ABBOTT LABS COM	COM	002824100	13,597	198,321	SH		So
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	1,073	39,142	SH		So
AES CORP COM	COM	00130H105	3,244	295,752	SH		So
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,923	40,022	SH		So
AIR PRODS & CHEMS INC COM	COM	009158106	1,867	22,570	SH		So
ALLSTATE CORP COM	COM	020002101	80	2,024	SH		So
AMERICAN ELEC PWR INC COM	COM	025537101	3,848	87,577	SH		So
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	654	56,242	SH		So
AMERICAN EXPRESS CO COM	COM	025816109	-	1	SH		So
AMERICAN SOFTWARE INC CL A	CL A	029683109	85	10,429	SH		So
AMERICAS CAR MART INC COM	COM	03062T105	714	15,713	SH		So
ANADARKO PETE CORP COM	COM	032511107	1	10	SH		So
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,403	27,975	SH		So
ANN INC COM	COM	035623107	929	24,622	SH		So
APPLE INC COM	COM	037833100	4,249	6,369	SH		So
APPLIED MATLS INC COM	COM	038222105	3,014	269,993	SH		So
APPROACH RESOURCES INC COM	COM	03834A103	1,654	54,911	SH		So
ARM HLDGS PLC SPONSORED ADR	SPONSORED ADR	042068106	876	31,299	SH		So
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	741	14,349	SH		So
AURICO GOLD INC COM	COM	05155C105	1,900	271,861	SH		So
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	418	7,124	SH		So
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,047	30,018	SH		So
B/E AEROSPACE INC COM	COM	073302101	5,209	123,707	SH		So
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	927	7,929	SH		So
BANK OF AMERICA CORPORATION COM	COM	060505104	2,242	253,891	SH		So
BANK OF NOVA SCOTIA	COM	064149107	4,447	81,122	SH		So

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVEST DISCRE
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	32,314	1,239,017 SH	Sol
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	23,456	692,528 SH	Sol
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	4	159 SH	Sol
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	3	345 SH	Sol
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	11	82 SH	Sol
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	12	196 SH	Sol
BARCLAYS PLC ADR	ADR	06738E204	1,005	72,485 SH	Sol
BARRICK GOLD CORPORATION	COM	067901108	717	17,180 SH	Sol
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	400	35,681 SH	Sol
BAXTER INTL INC COM	COM	071813109	7,901	131,099 SH	Sol
BAYTEX ENERGY CORP	COM	07317Q105	3,545	74,718 SH	Sol
BCE INC	COM	05534B760	8,889	202,297 SH	Sol
BECTON DICKINSON & CO COM	COM	075887109	411	5,237 SH	Sol
BLACKROCK INC COM	COM	09247X101	731	4,102 SH	Sol
BOEING CO COM	COM	097023105	2,660	38,222 SH	Sol
BRIGGS & STRATTON CORP COM	COM	109043109	-	8 SH	Sol
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	6,276	181,864 SH	Sol
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,722	285,148 SH	Sol
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	1,560	54,082 SH	Sol
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	657	20,505 SH	Sol
CAE INC	COM	124765108	3,468	324,438 SH	Sol
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	815	57,785 SH	Sol
CAMECO CORP COM	COM	13321L108	613	31,508 SH	Sol
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,628	109,129 SH	Sol
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,118	37,613 SH	Sol
CASH AMER INTL INC COM	COM	14754D100	75	1,950 SH	Sol
CATAMARAN CORP COM ADDED	COM	148887102	10,111	206,400 SH	Sol
CATERPILLAR INC DEL COM	COM	149123101	2,065	23,999 SH	Sol
CENOVUS ENERGY INC	COM	15135U109	6,586	188,980 SH	Sol
CERNER CORP COM	COM	156782104	3,770	48,715 SH	Sol
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	871	18,080 SH	Sol
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	802	21,051 SH	Sol

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVEST DIS
CIGNA CORPORATION COM	COM	125509109	1,664	35,281 SH	
CITRIX SYS INC COM	COM	177376100	4,693	61,324 SH	
CLAYMORE EXCHANGE TRD FD TR GUGG					

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CHN SML CAP	COM	18383Q853	7,810	395,233	SH
CMS ENERGY CORP COM	COM	125896100	2,941	124,862	SH
COCA COLA CO COM	COM	191216100	9,402	247,872	SH
COMERICA INC COM	COM	200340107	5,028	161,945	SH
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,072	28,024	SH
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	600	36,571	SH
CONAGRA FOODS INC COM	COM	205887102	2,585	93,680	SH
COVANTA HLDG CORP COM	COM	22282E102	1,230	71,703	SH
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	833	12,411	SH
CREDICORP LTD COM	COM	G2519Y108	1,126	8,991	SH
CUMMINS INC COM	COM	231021106	1,597	17,317	SH
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	6	48	SH
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,469	230,630	SH
DANAHER CORP DEL COM	COM	235851102	6,327	114,730	SH
DIEBOLD INC COM	COM	253651103	3,606	106,959	SH
DIME CMNTY BANCSHARES COM	COM	253922108	593	41,063	SH
DOW CHEM CO COM	COM	260543103	2,105	72,713	SH
DRIL-QUIP INC COM	COM	262037104	1,891	26,306	SH
DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,667	112,739	SH
E M C CORP MASS COM	COM	268648102	4,192	153,733	SH
EAST WEST BANCORP INC COM	COM	27579R104	3,800	179,915	SH
EATON CORP COM	COM	278058102	3,201	67,718	SH
EBAY INC COM	COM	278642103	3,225	66,671	SH
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,123	19,054	SH
EDISON INTL COM	COM	281020107	432	9,458	SH
ELAN PLC ADR	ADR	284131208	570	53,189	SH
EMERSON ELEC CO COM	COM	291011104	2,513	52,052	SH

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVE DISC
ENBRIDGE INC	COM	29250N105	3,857	98,811	SH	S
ENCANA CORPORATION	COM	292505104	4,298	196,096	SH	S
ENCORE CAP GROUP INC COM	COM	292554102	876	31,007	SH	S
ENPRO INDS INC COM	COM	29355X107	550	15,286	SH	S
ENTERGY CORP NEW COM	COM	29364G103	2,669	38,517	SH	S
ERICSSON ADR B SEK 10	COM	294821608	1,217	133,492	SH	S
EXELIS INC COM	COM	30162A108	2,513	243,013	SH	S
EXELON CORP COM	COM	30161N101	2,913	81,883	SH	S
EXPRESS SCRIPTS HLDG CO COM	COM	30219G108	14	220	SH	S
EXXON MOBIL CORP	COM	453038408	1,053	22,873	SH	S
EXXON MOBIL CORP COM	COM	30231G102	8,872	97,010	SH	S
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	714	47,734	SH	S
FIRST TR EXCHANGE TRADED FD INDLS PROD DUR	ETF	33734X150	1,857	100,913	SH	S
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	1,370	63,585	SH	S
FIRSTENERGY CORP COM	COM	337932107	299	6,778	SH	S
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,365	14,839	SH	S

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FOOT LOCKER INC COM	COM	344849104	3,186	89,757	SH	S
FORTINET INC COM	COM	34959E109	6,985	289,612	SH	S
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	935	15,858	SH	S
GAP INC DEL COM	COM	364760108	2,763	77,215	SH	S
GENERAL DYNAMICS CORP COM	COM	369550108	4,428	66,966	SH	S
GENERAL ELECTRIC CO COM	COM	369604103	2,797	123,182	SH	S
GENON ENERGY INC COM	COM	37244E107	127	50,373	SH	S
GENTEX CORP COM	COM	371901109	1,406	82,745	SH	S
GILEAD SCIENCES INC COM	COM	375558103	2,884	43,477	SH	S
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	710	18,401	SH	S
GOLDCORP INC	COM	380956409	238	5,185	SH	S
GRAINGER W W INC COM	COM	384802104	479	2,298	SH	S
GREAT PLAINS ENERGY INC COM	COM	391164100	1,957	87,931	SH	S
GRIFOLS S A SP ADR REP B NVT ADDED	SPONSORED ADR	398438408	1,688	73,922	SH	S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUM		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVES DISCR
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GRUPE CGI INC CL A SUB VTG	CL A	39945C109	3,044	113,325	SH		So
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	427	78,403	SH		So
GULFPORT ENERGY CORP COM NEW	COM	402635304	176	5,637	SH		So
HALLIBURTON CO COM	COM	406216101	4,472	132,742	SH		So
HANGER INC COM NEW	COM	41043F208	917	32,127	SH		So
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,284	34,174	SH		So
HEINZ H J CO COM	COM	423074103	2,619	46,801	SH		So
HELEN OF TROY CORP LTD COM	COM	G4388N106	637	20,022	SH		So
HESS CORP COM	COM	42809H107	2,270	42,248	SH		So
HMS HLDGS CORP COM	COM	40425J101	4,439	132,941	SH		So
HOSPIRA INC COM	COM	441060100	2,134	65,030	SH		So
ILLINOIS TOOL WKS INC COM	COM	452308109	352	5,918	SH		So
IMAX CORP COM	COM	45245E109	762	38,286	SH		So
INSIGHT ENTERPRISES INC COM	COM	45765U103	577	33,028	SH		So
INSPERITY INC COM	COM	45778Q107	590	23,391	SH		So
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW	SPONSORED ADR	45857P301	1,835	69,900	SH		So
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,070	48,541	SH		So
INTERXION HOLDING N.V SHS	COM	N47279109	960	42,269	SH		So
ISHARES INC MSCI CDA INDEX	ETF	464286509	11,842	415,653	SH		So
ISHARES INC MSCI ITALY	ETF	464286855	1	89	SH		So
ISHARES INC MSCI SWEDEN	ETF	464286756	4,399	155,648	SH		So
ISHARES INC MSCI SWITZERLD	ETF	464286749	11,172	454,315	SH		So
ISHARES TR AGENCY BD FD	ETF	464288166	16,178	141,847	SH		So
ISHARES TR BARCLY USAGG B	ETF	464287226	49,902	443,779	SH		So
ISHARES TR BARCLYS 10-20YR	ETF	464288653	342	2,503	SH		So
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	17,559	207,803	SH		So
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,978	103,798	SH		So
ISHARES TR BARCLYS 20+ YR	ETF	464287432	24,773	199,427	SH		So
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,195	17,742	SH		So
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	28,237	260,347	SH		So

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ INVES CALL DISCR
ISHARES TR BARCLYS CR BD	ETF	464288620	76,029	667,386 SH	So
ISHARES TR BARCLYS MBS BD	ETF	464288588	52,724	482,999 SH	So
ISHARES TR BARCLYS SH TREA	ETF	464288679	910	8,252 SH	So
ISHARES TR BARCLYS TIPS BD	ETF	464287176	30,271	248,614 SH	So
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	7,067	68,560 SH	So
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,230	70,535 SH	So
ISHARES TR DJ SEL DIV INX	ETF	464287168	3,951	68,494 SH	So
ISHARES TR DJ US ENERGY	ETF	464287796	3,775	89,501 SH	So
ISHARES TR DJ US FINL SEC	ETF	464287788	3,673	62,987 SH	So
ISHARES TR DJ US HEALTHCR	ETF	464287762	3,771	44,577 SH	So
ISHARES TR DJ US INDUSTRL	ETF	464287754	3,673	52,015 SH	So
ISHARES TR DJ US REAL EST	ETF	464287739	3,700	57,474 SH	So
ISHARES TR DJ US TECH SEC	ETF	464287721	14,216	187,373 SH	So
ISHARES TR DJ US TELECOMM	ETF	464287713	2,108	82,557 SH	So
ISHARES TR DJ US UTILS	ETF	464287697	3,584	40,042 SH	So
ISHARES TR FLTG RATE NT	ETF	46429B655	15,443	306,040 SH	So
ISHARES TR HIGH YLD CORP	ETF	464288513	14,214	153,997 SH	So
ISHARES TR IBOXX INV CPBD	ETF	464287242	18,435	151,395 SH	So
ISHARES TR JPMORGAN USD	ETF	464288281	12,782	105,412 SH	So
ISHARES TR LRGE GRW INDX	ETF	464287119	986	12,460 SH	So
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,973	85,091 SH	So
ISHARES TR MSCI EAFE INDEX	ETF	464287465	11,291	213,034 SH	So
ISHARES TR MSCI EMERG MKT	ETF	464287234	28,340	685,786 SH	So
ISHARES TR MSCI GRW IDX	ETF	464288885	5,206	92,180 SH	So
ISHARES TR MSCI VAL IDX	ETF	464288877	5,130	112,980 SH	So
ISHARES TR RUSL 2000 GROW	ETF	464287648	20	204 SH	So
ISHARES TR RUSL 2000 VALU	ETF	464287630	84	1,132 SH	So
ISHARES TR RUSSELL 1000	ETF	464287622	628	7,898 SH	So
ISHARES TR RUSSELL 2000	ETF	464287655	52	619 SH	So
ISHARES TR RUSSELL1000GRW	ETF	464287614	235	3,525 SH	So
ISHARES TR RUSSELL1000VAL	ETF	464287598	675	9,347 SH	So
ISHARES TR S&P 100 IDX FD	ETF	464287101	86,794	1,305,959 SH	So

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ INVES CALL DIS
ISHARES TR S&P 500 VALUE	ETF	464287408	20	298 SH	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150 SH	
ISHARES TR S&P GL UTILITI	ETF	464288711	3,435	81,447 SH	
ISHARES TR S&P GLO INFRAS	ETF	464288372	2,623	74,405 SH	
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	176 SH	
ISHARES TR S&P MIDCAP 400	ETF	464287507	48	491 SH	
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	116 SH	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,084	45,391 SH	

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ISHARES TR S&P500 GRW	ETF	464287309	59	762	SH
ISHARES TR US PFD STK IDX	ETF	464288687	3,278	82,239	SH
ITC HLDGS CORP COM	COM	465685105	265	3,501	SH
JOHNSON & JOHNSON COM	COM	478160104	434	6,297	SH
JOHNSON CTLS INC COM	COM	478366107	300	10,952	SH
JOY GLOBAL INC COM	COM	481165108	1,898	33,853	SH
JPMORGAN CHASE & CO COM	COM	46625H100	5,118	126,440	SH
KELLY SVCS INC CL A	CL A	488152208	587	46,577	SH
KLA-TENCOR CORP COM	COM	482480100	751	15,747	SH
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	797	33,981	SH
KOPPERS HOLDINGS INC COM	COM	50060P106	645	18,457	SH
LAKELAND FINL CORP COM	COM	511656100	743	26,934	SH
LENNAR CORP CL A	CL A	526057104	3,114	89,567	SH
LKQ CORP COM	COM	501889208	3,903	211,243	SH
LTC PPTYS INC COM	COM	502175102	625	19,626	SH
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	684	19,403	SH
MACYS INC COM	COM	55616P104	1,383	36,758	SH
MADDEN STEVEN LTD COM	COM	556269108	4,003	91,563	SH
MAGNA INTERNATIONAL INC.	COM	559222401	2,766	63,942	SH
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	98	7,609	SH
MARKET VECTORS ETF TR MV STEEL INDEX	ETF	57060U308	5,339	121,692	SH
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	3,136	132,879	SH
MARSH & MCLENNAN COS INC COM	COM	571748102	6,789	200,077	SH
MCDONALDS CORP COM	COM	580135101	6,626	72,217	SH

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	CO
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ INV CALL DIS
MEDASSETS INC COM	COM	584045108	973	54,641	SH
MEDICAL PPTYS TRUST INC COM	COM	58463J304	701	67,060	SH
MEDTRONIC INC COM	COM	585055106	2,378	55,154	SH
MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,111	156,575	SH
METLIFE INC COM	COM	59156R108	1,768	51,308	SH
MICROSOFT CORP COM	COM	594918104	11,889	399,494	SH
MITCHAM INDS INC COM	COM	606501104	98	6,166	SH
MTS SYS CORP COM	COM	553777103	743	13,876	SH
MYR GROUP INC DEL COM	COM	55405W104	84	4,200	SH
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,427	79,973	SH
NATIONAL OILWELL VARCO INC COM	COM	637071101	3,635	45,371	SH
NEWTEK BUSINESS SERVICES INC.	COM	652526104	55	30,000	SH
NEXTERA ENERGY INC COM	COM	65339F101	3,327	47,310	SH
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	841	326,734	SH
NORDSTROM INC COM	COM	655664100	3,259	59,064	SH
NV ENERGY INC COM	COM	67073Y106	536	29,740	SH
OCCIDENTAL PETE CORP DEL COM	COM	674599105	1,875	21,789	SH
OPEN TEXT CORP COM	COM	683715106	1,254	22,737	SH
ORACLE CORP COM	COM	68389X105	6,180	196,444	SH
PACWEST BANCORP DEL COM	COM	695263103	87	3,711	SH
PEMBINA PIPELINE CORP	COM	706327103	520	18,493	SH
PENNEY J C INC COM	COM	708160106	1,668	68,685	SH
PERRIGO CO COM	COM	714290103	2,263	19,477	SH
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	-	8	SH

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PFIZER INC COM	COM	717081103	3,736	150,328	SH
PG&E CORP COM	COM	69331C108	2,877	67,433	SH
PHILIP MORRIS INTL INC COM	COM	718172109	8,649	96,163	SH
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,238	18,758	SH
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	185	3,422	SH
PIONEER NAT RES CO COM	COM	723787107	4,888	46,818	SH

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL DIS
POLARIS INDS INC COM	COM	731068102	2,203	27,239	SH
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,259	65,451	SH
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,136	50,438	SH
POWERSHARES ETF TRUST II INTL CORP BOND	ETF	73936Q835	760	26,428	SH
POWERSHARES ETF TRUST II SENIOR LN PORT	ETF	73936Q769	2,293	91,891	SH
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,567	48,355	SH
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	662	19,991	SH
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,355	363,288	SH
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	20,887	304,614	SH
POWERSHS DB MULTI SECT COMM DB BASE METALS	ETF	73936B705	360	18,157	SH
POWERSHS DB MULTI SECT COMM DB ENERGY FUND	ETF	73936B101	1,030	36,225	SH
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	187	3,069	SH
POWERSHS DB MULTI SECT COMM DB PREC MTL	ETF	73936B200	4,953	80,335	SH
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	709	24,117	SH
PPL CORP COM	COM	69351T106	2,507	86,316	SH
PRAXAIR INC COM	COM	74005P104	3,275	31,524	SH
PRETIUM RES INC COM	COM	74139C102	1,071	82,202	SH
PRIVATEBANCORP INC COM	COM	742962103	1,269	79,376	SH
PROCTER & GAMBLE CO COM	COM	742718109	6,596	95,098	SH
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	10,594	276,037	SH
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH
PRUDENTIAL PLC ADR	ADR	74435K204	1,467	56,421	SH
QUAKER CHEM CORP COM	COM	747316107	785	16,819	SH
QUALCOMM INC COM	COM	747525103	1,895	30,337	SH
RALCORP HLDGS INC NEW COM	COM	751028101	2,740	37,541	SH
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	638	50,945	SH
RED HAT INC COM	COM	756577102	1	10	SH
RITCHIE BROS AUCTIONEERS INC	COM	767744105	3,374	175,460	SH
ROCKWOOD HLDGS INC COM	COM	774415103	1,821	39,080	SH

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ PUT/ CALL	INV DIS
ROGERS COMMUNICATIONS INC.	COM	775109200	11,222	277,778	SH	
ROPER INDS INC NEW COM	COM	776696106	5,072	46,151	SH	
ROSS STORES INC COM	COM	778296103	4,319	66,875	SH	
ROYAL BANK OF CANADA	COM	780087102	2,054	35,783	SH	
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	830	11,953	SH	
SANOFI SPONSORED ADR	ADR	80105N105	447	10,379	SH	
SAP AG SPON ADR	SPONSORED ADR	803054204	2,111	29,597	SH	
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,080	24,219	SH	
SCBT FINANCIAL CORP COM	COM	78401V102	106	2,643	SH	
SCHLUMBERGER LTD COM	COM	806857108	2,135	29,522	SH	
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	7,976	170,468	SH	
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	7,881	219,974	SH	
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,899	97,194	SH	
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	4,003	54,504	SH	
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	7,902	506,861	SH	
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	4,430	121,261	SH	
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	3,221	88,519	SH	
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	3,622	98,432	SH	
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	73,007	2,368,438	SH	
SEMPRA ENERGY COM	COM	816851109	1,891	29,316	SH	
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	826	40,301	SH	
SHAW COMMUNICATIONS INC.	COM	82028K200	9,801	478,093	SH	
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	571	6,437	SH	
SINGAPORE FD INC COM	COM	82929L109	-	7	SH	
SKYWORKS SOLUTIONS INC COM	COM	83088M102	2,793	118,528	SH	
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,224	19,853	SH	
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,479	63,289	SH	
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	751	39,557	SH	
SOUTHERN CO COM	COM	842587107	1,410	30,601	SH	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUM
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ PUT/ INVES
SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	49,927	372,451	SH
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	30,230	175,869	SH
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,535	117,220	SH
SPDR INDEX SHS FDS DJ GLB RL ES ETF	ETF	78463X749	317	7,811	SH
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	7,447	189,744	SH
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,189	144,810	SH
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	2,674	86,186	SH
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	12,364	189,899	SH
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	12,100	267,638	SH
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	6,793	248,542	SH
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	33,453	1,399,698	SH
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	306,507	2,128,964	SH
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,907	21,714	SH
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	12,832	211,472	SH
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	52,125	1,137,858	SH

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SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	38,391	648,714	SH	So
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,609	40,651	SH	So
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,315	21,354	SH	So
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	50,730	1,261,621	SH	So
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	3,923	63,312	SH	So
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	23,138	321,536	SH	So
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	15,357	626,836	SH	So
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	12,818	521,484	SH	So
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	11,602	156,380	SH	So
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	21,395	368,243	SH	So
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,546	41,861	SH	So
STRYKER CORP COM	COM	863667101	316	5,679	SH	So
SUN COMMUNITIES INC COM	COM	866674104	630	14,283	SH	So
SUNTRUST BKS INC COM	COM	867914103	2,864	101,296	SH	So

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	C	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL DIS	INV
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,758	85,672	SH	
SWIFT ENERGY CO COM	COM	870738101	451	21,614	SH	
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	933	12,469	SH	
SYNNEX CORP COM	COM	87162W100	82	2,515	SH	
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	SPONSORED ADR	874039100	1,216	76,878	SH	
TAL INTL GROUP INC COM	COM	874083108	654	19,248	SH	
TARGET CORP COM	COM	87612E106	990	15,601	SH	
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,141	44,431	SH	
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,327	68,431	SH	
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR DELET	SPONSORED ADR	879278208	842	85,173	SH	
TELUS CORPORATION	COM	87971M202	10,631	170,021	SH	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,311	55,797	SH	
THOMSON REUTERS CORPORATION	COM	884903105	7,827	271,221	SH	
TIM HORTONS INC	COM	88706M103	5,934	114,059	SH	
TIME WARNER INC COM NEW	COM	887317303	3,091	68,189	SH	
TORONTO-DOMINION BANK/THE	COM	891160509	4,329	51,947	SH	
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,281	29,059	SH	
TRANSALTA CORPORATION	COM	89346D107	1,538	100,640	SH	
TRANSCANADA CORPORATION	COM	89353D107	4,431	97,387	SH	
TREEHOUSE FOODS INC COM	COM	89469A104	3,563	67,865	SH	
TRIUMPH GROUP INC NEW COM	COM	896818101	7,314	117,028	SH	
TUPPERWARE BRANDS CORP COM	COM	899896104	2,880	53,739	SH	
UGI CORP NEW COM	COM	902681105	2,251	70,909	SH	
UMPQUA HLDGS CORP COM	COM	904214103	666	51,597	SH	
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,805	74,142	SH	
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,371	15,183	SH	
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,130	53,069	SH	
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	37,568	461,235	SH	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	92,579	1,087,247	SH	

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ INV PRN AMT PRN CALL DIS
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	34,781	480,397 SH
VANGUARD INDEX FDS REIT ETF	ETF	922908553	4,639	71,404 SH
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,834	164,584 SH
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	19,745	223,765 SH
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	37,823	644,121 SH
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	30,968	720,866 SH
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,654	133,265 SH
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	2,654	51,595 SH
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	33,551	804,203 SH
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	21,258	469,682 SH
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	20,046	398,051 SH
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	15,863	180,942 SH
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	9,752	184,460 SH
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	17,850	542,884 SH
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,179	122,606 SH
VERISIGN INC COM	COM	92343E102	2,180	44,764 SH
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,594	56,917 SH
VISA INC COM CL A	CL A	92826C839	2,325	17,317 SH
WABTEC CORP COM	COM	929740108	2,614	32,556 SH
WATERS CORP COM	COM	941848103	5,433	65,200 SH
WILLIAMS COS INC DEL COM	COM	969457100	4,023	115,036 SH
WILLIAMS SONOMA INC COM	COM	969904101	-	1 SH
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,203	111,496 SH
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	642	12,200 SH
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	768	14,302 SH
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	5,538	117,039 SH
WISDOMTREE TRUST EUROPE SMCP DV	ETF	97717W869	645	17,459 SH
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	1,314	26,005 SH
WPP PLC ADR	ADR	92933H101	841	12,338 SH
WPX ENERGY INC COM	COM	98212B103	-	10 SH
YAMANA GOLD INC	COM	98462Y100	95	4,981 SH
YUM BRANDS INC COM	COM	988498101	6,734	101,501 SH