

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