

REINSURANCE GROUP OF AMERICA INC  
Form 8-K  
May 22, 2014

**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 21, 2014**

**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))

**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 21, 2014. The number of shares present at the meeting, in person or proxy, was 65,155,001, or approximately 93% of the outstanding voting shares of the Company. At the Annual Meeting, the Company's shareholders were asked to vote on the election of five directors and the two proposals described below, and the votes were cast as follows:

1. Election of the following directors for terms expiring in 2016:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Christine R. Detrick	60,786,917	1,554,581	2,813,483
Joyce A. Phillips	60,779,999	1,561,504	2,813,483

Election of the following directors for terms expiring in 2017:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Arnoud W.A. Boot	60,796,938	1,544,580	2,813,483
John F. Danahy	60,907,968	1,433,550	2,813,483
J. Cliff Eason	59,480,184	2,861,334	2,813,483

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
60,624,012	1,621,364	95,990	2,813,483

3. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2014.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
63,557,178	1,563,070	34,752

**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 22, 2014

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