

REINSURANCE GROUP OF AMERICA INC  
Form SC 13D/A  
December 18, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 10)

Reinsurance Group of America, Incorporated

-----  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

-----  
(Title of Class of Securities)

759351109

-----  
(CUSIP Number)

Gwenn L. Carr  
MetLife, Inc.  
One Madison Avenue  
New York, New York 10010  
(212)578-2211

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 16, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MetLife, Inc.  
13-4075851

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
None

8 SHARED VOTING POWER  
32,243,539

9 SOLE DISPOSITIVE POWER  
None

10 SHARED DISPOSITIVE POWER  
32,243,539

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,243,539

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.9%\*

14 TYPE OF REPORTING PERSON

HC

\* This percentage is based upon the number of Shares issued and outstanding as of December 9, 2003, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, as adjusted (i) to give effect to the public offering by RGA of 12,075,000 Shares (including exercise of the underwriters' over-allotment option) and (ii) to reflect option exercises.

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Metropolitan Life Insurance Company  
13-5581829

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF

7 SOLE VOTING POWER

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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

-----

8 SHARED VOTING POWER  
32,243,539

-----

9 SOLE DISPOSITIVE POWER  
None

-----

10 SHARED DISPOSITIVE POWER  
32,243,539

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,243,539

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
51.9%\*

-----

14 TYPE OF REPORTING PERSON  
IC

-----

\* This percentage is based upon the number of Shares issued and outstanding as of December 9, 2003, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, as adjusted (i) to give effect to the public offering by RGA of 12,075,000 Shares (including exercise of the underwriters' over-allotment option) and (ii) to reflect option exercises.

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GenAmerica Financial Corporation

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43-1779470

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER

None

8 SHARED VOTING POWER

32,243,539

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

32,243,539

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,243,539

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.9%\*

-----  
14 TYPE OF REPORTING PERSON

HC, CO

-----  
\* This percentage is based upon the number of Shares issued and outstanding as of December 9, 2003, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, as adjusted (i) to give effect to the public offering by RGA of 12,075,000 Shares (including exercise of the underwriters' over-allotment option) and (ii) to reflect option exercises.

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General American Life Insurance Company  
43-0285930

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

Not Applicable

-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER  
None

---

8 SHARED VOTING POWER  
32,243,539

---

9 SOLE DISPOSITIVE POWER  
None

---

10 SHARED DISPOSITIVE POWER  
32,243,539

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,243,539

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
51.9%\*

---

14 TYPE OF REPORTING PERSON  
IC

---

\* This percentage is based upon the number of Shares issued and outstanding as of December 9, 2003, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, as adjusted (i) to give effect to the public offering by RGA of 12,075,000 Shares (including exercise of the underwriters' over-allotment option) and (ii) to reflect option exercises.

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Equity Intermediary Company

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43-1727895

- 
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
Not Applicable

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Missouri

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  None
	8	SHARED VOTING POWER  32,243,539

---

9 SOLE DISPOSITIVE POWER  
None

---

10 SHARED DISPOSITIVE POWER  
32,243,539

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,243,539

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES



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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.9%\*

-----  
14 TYPE OF REPORTING PERSON

HC,CO  
-----

-----  
\* This percentage is based upon the number of Shares issued and outstanding as of December 9, 2003, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, as adjusted (i) to give effect to the public offering by RGA of 12,075,000 Shares (including exercise of the underwriters' over-allotment option) and (ii) to reflect option exercises.

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This Statement amends the Schedule 13D Statement, as amended, of MetLife, Inc., Metropolitan Life Insurance Company, GenAmerica Financial Corporation, General American Life Insurance Company and Equity Intermediary Company (collectively, the "Filing Parties") in respect of the common stock of Reinsurance Group of America, Incorporated, as follows:

Item 2. Identity and Background.

Exhibit 1 to this Statement is hereby amended by replacing under MLINC and MetLife, GenAmerica and GenAm Life, the description of Stewart G. Nagler's "Principal Occupation or Employment" with the following:

"Vice-Chairman of the Board, MLINC and MetLife; Chairman of the Board, RGA; Director, GenAmerica and GenAm Life".

Exhibit 1 is further amended by adding the following at the end of "Executive Officers (Who are not Directors)" of MLINC and MetLife:

"William J. Wheeler      Executive Vice President and Chief Financial  
   Officer, MLINC and MetLife"

Item 3. Source and Amount of Funds or other Consideration.

Item 3 is hereby amended by adding the following immediately preceding the last paragraph thereof:

"On December 16, 2003, MLINC transferred its holdings of 2,532,600 Shares to EIM in exchange for 93,402 shares of Series A Cumulative Preferred Stock, par value \$1,000 per share (the "EIM Preferred Stock") in accordance with a Sale Agreement dated as of December 11, 2003 by and between MLINC and EIM (the "Sale Agreement"). The terms of the EIM Preferred Stock are set forth in an Amendment of Articles of Incorporation and Certificate of Designation of Series A Cumulative Preferred Stock of EIM (the "Certificate of Designation"). On the same date, MetLife transferred its holdings of 4,784,689 Shares to GenAmerica;

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GenAmerica transferred these Shares to GenAm Life; and GenAm Life transferred these Shares to EIM. The transfers of Shares described in the preceding sentence were each made as a capital contribution.

The descriptions of the Sale Agreement and the Certificate of Designation and the transaction contemplated thereby set forth in this Statement are qualified in their entirety by reference to the Sale Agreement included as Exhibit 11 to this Statement and the Certificate of Designation included as Exhibit 12 to this Statement, with each such Exhibit being incorporated herein by reference."

Item 4. Purpose of Transaction.

Item 4 is hereby amended by replacing the number "10,500,000" with "12,075,000" in the penultimate paragraph thereof.

Item 4 is hereby further amended by adding the following immediately preceding the last paragraph thereof:

"The transfer on December 16, 2003 by MLINC to EIM and by MetLife (through GenAmerica and GenAm Life) to EIM of 2,532,600 and 4,784,689 Shares, respectively, was consummated in order to consolidate the enterprise's ownership of Shares, creating tax and accounting efficiencies, improving the risk-based capital ratios of MetLife and GenAm Life and improving the capital efficiency of MLINC."

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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by replacing the first paragraph of Item 5(a) and (b) with the following:

"As of December 16, 2003, each of the Filing Parties beneficially owned 32,243,539 Shares, or approximately 51.9 percent of the outstanding Shares. With respect to such Shares, each of the Filing Parties shares voting and dispositive power with each other. See Item 2 above."

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended by adding after the last paragraph thereof the following:

"In connection with the transfer by MLINC to EIM of 2,532,600 Shares, MLINC and EIM entered into the Sale Agreement. The Sale Agreement provides for the transfer by EIM to MLINC of 93,402 shares of EIM Preferred Stock in exchange for such Shares. The express terms and provisions of the EIM Preferred Stock, including the preferences, privileges and voting and other special rights thereof and the qualifications, limitations or restrictions thereon, are set forth in the Certificate of Designation.

The descriptions of the Sale Agreement and the Certificate of Designation set forth in this Statement are qualified in their entirety by reference to such documents, included as Exhibits 11 and 12, respectively, which are incorporated herein in their entirety by reference. See also Item 3 above."

Item 7. Material to be Filed as Exhibits.

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Item 7 is hereby amended by adding the following Exhibits 11 and 12:

"Exhibit No. -----	Description -----
11	Sale Agreement dated as of December 11, 2003 by and between MLINC and EIM
12	Amendment of Articles of Incorporation and Certificate of Designation of Series A Cumulative Preferred Stock of EIM"

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SCHEDULE 13D

CUSIP No. 759351109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 18, 2003

METLIFE, INC.

By: /s/ Anthony J. Williamson  
-----

Name: Anthony J. Williamson  
Title: Senior Vice-President and Treasurer

METROPOLITAN LIFE INSURANCE COMPANY

By: /s/ Anthony J. Williamson  
-----

Name: Anthony J. Williamson  
Title: Senior Vice-President and Treasurer

GENAMERICA FINANCIAL CORPORATION

By: /s/ Anthony J. Williamson  
-----

Name: Anthony J. Williamson  
Title: Vice-President and Treasurer

GENERAL AMERICAN LIFE INSURANCE COMPANY

By: /s/ Anthony J. Williamson  
-----

Name: Anthony J. Williamson  
Title: Vice-President and Treasurer

EQUITY INTERMEDIARY COMPANY

By: /s/ Anthony J. Williamson  
-----

Name: Anthony J. Williamson  
Title: Director, Vice-President and Treasurer

