

REINSURANCE GROUP OF AMERICA INC
Form S-8
October 05, 2004

As filed with the Securities and Exchange Commission on October 5, 2004

Registration No. 333-

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

43-1627032
(I.R.S. Employer
Identification No.)

**1370 Timberlake Manor Parkway
Chesterfield, Missouri**
(Address of Principal Executive Offices)

63017-6039
(Zip Code)

Reinsurance Group of America, Incorporated Flexible Stock Plan
(Full title of the plans)

JACK B. LAY
Executive Vice President and Chief Financial Officer
Reinsurance Group of America, Incorporated
1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039
(636) 736-7000

(Name, address and telephone number of agent for service)

Copy to:

R. RANDALL WANG, ESQ.

Bryan Cave LLP
211 North Broadway, Suite 3600
St. Louis, Missouri 63102-2750
(314) 259-2000

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount of Shares to be Registered ⁽¹⁾ | Proposed Maximum Offering Price per Share ⁽²⁾ | Proposed Maximum Aggregate Offering Price ⁽²⁾ | Amount of Registration Fee ⁽²⁾⁽³⁾ |
|--|--|--|--|--|
| Common Stock, par value \$0.01 per share | 3,745,840 | \$40.83 | \$152,942,648 | \$19,378 |

- (1) This Registration Statement also covers such additional shares of Common Stock of the Registrant as may be issuable pursuant to anti-dilution provisions of the Reinsurance Group of America, Incorporated Flexible Stock Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Pursuant to Rule 457(c) and Rule 457(h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low trading prices for the Common Stock on September 28, 2004, as reported on the New York Stock Exchange.
- (3) A registration fee of \$7,574 was paid in connection with the registration of 1,856,250 shares of Common Stock (File No. 33-62274), a registration fee of \$4,999 was paid in connection with the registration of 512,487 shares of Common Stock (File No. 333-51621) and a registration fee of \$1,474 was paid in connection with the registration of 145,500 shares of Common Stock (File No. 333-66405), reserved for issuance under the Reinsurance Group of America, Incorporated Flexible Stock Plan. (The number of shares originally registered has been adjusted to give effect to the Registrant's three-for-two stock splits effected in August 1997 and March 1999.) This Registration Statement registers an additional 3,745,840 shares of Common Stock that have become available for issuance under the Reinsurance Group of America, Incorporated Flexible Stock Plan since the filing dates of the prior Registration Statements.

(i)

Incorporation by Reference of Previous Registration Statements

The Registrant registered 1,856,250 shares of Common Stock, which are issuable under the Reinsurance Group of America, Incorporated Flexible Stock Plan (the Plan), on a Registration Statement on Form S-8 (File No. 33-62274), filed by the Registrant with the Securities and Exchange Commission (the Commission) on May 6, 1993, 512,847 shares of Common Stock, which are issuable under the Plan, on a Registration Statement on Form S-8 (File No. 333-51621), filed by the Registrant with the Commission on May 1, 1998 and 145,500 shares of Common Stock, which are issuable under the Plan, on a Registration Statement on Form S-8 (File No. 333-66405), filed by the Registrant with the Commission on October 30, 1998. The number of shares of Common Stock originally registered has been adjusted to give effect to the Registrant's three-for-two stock splits effected in August 1997 and March 1999. This Registration Statement registers an additional 3,745,840 shares of Common Stock that have become available for issuance under the Plan since the filing dates of the prior Registration Statements.

Pursuant to the instructions to Form S-8, the contents of the Registration Statement on Form S-8 (File No. 33-62274), the Registration Statement on Form S-8 (File No. 333-51621) and the Registration Statement on Form S-8 (File No. 333-66405) are incorporated by reference hereto, except to the extent superceded hereby.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterfield, State of Missouri, on this 5th day of October, 2004.

**REINSURANCE GROUP OF AMERICA,
INCORPORATED**

By: /s/ Jack B. Lay

Jack B. Lay
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jack B. Lay and James E. Sherman, or either of them, his attorneys-in-fact and agents, each with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in connection with this Registration Statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that either of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-----------------|
| <u>/s/ A. Greig Woodring</u> A. Greig Woodring | President, Chief Executive Officer and Director (Principal Executive Officer) | October 5, 2004 |
| <u>/s/ William J. Bartlett</u> William J. Bartlett | Director | October 5, 2004 |
| <u>/s/ J. Cliff Eason</u> J. Cliff Eason | Director | October 5, 2004 |
| <u>/s/ Stuart I. Greenbaum</u> Stuart I. Greenbaum | Director | October 5, 2004 |

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--------------|-----------------|
| <u>/s/ Alan C. Henderson</u> Alan C. Henderson | Director | October 5, 2004 |
| <u>/s/ Leland C. Launer Jr.</u> | Director | October 5, 2004 |

Leland C. Launer Jr.

| | | |
|---------------------|--|-----------------|
| /s/ Joseph A. Reali | Director | October 5, 2004 |
| Joseph A. Reali | | |
| /s/ Lisa M. Weber | Director | October 5, 2004 |
| Lisa M. Weber | | |
| /s/ Jack B. Lay | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | October 5, 2004 |
| Jack B. Lay | | |

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Exhibit</u> |
|---------------------------|---|
| 5.1 | Opinion of James E. Sherman, Esq. |
| 10.1 | Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated effective July 1, 1998 (incorporated by reference to Exhibit 10.12 to the registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 12, 2004) (File No. 001-11848) |
| 10.2 | Amendment effective as of May 24, 2000 to the Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated July 1, 1998 (incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 12, 2004) (File No. 001-11848) |
| 10.3 | Second Amendment effective as of May 28, 2003 to the Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated July 1, 1998 (incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 12, 2004) (File No. 001-11848) |
| 10.4 | Third Amendment effective as of May 26, 2004 to the Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated July 1, 1998 (incorporated by reference to Exhibit 10.1 to |

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the registrant's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2004) (File No. 001-11848)

- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of James E. Sherman, Esq. (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on signature page)