
**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)

46-1627032
(IRS Employer
Identification No.)

**16600 Swingley Ridge Road
Chesterfield, Missouri 63017-1706
(636) 736-7000**

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

**Reinsurance Group of America, Incorporated
Employee Stock Purchase Plan**
(Full title of the plan)

Clifford R. Jenks, Esq.
**Senior Vice President, Corporate and Securities Counsel
& Assistant Secretary**

**Reinsurance Group of America, Incorporated
16600 Swingley Ridge Road
Chesterfield, Missouri 63017-1706**
(Name and address of agent for service)

(636)-736-7000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I and Item 2 of Form S-8 will be sent or given to participants as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Reinsurance Group of America, Incorporated (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents of the Registrant.

- The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023 filed with the Commission on February 26, 2024 (the “2023 Form 10-K”);
- The Registrant’s Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2024 filed with the Commission on [May 3, 2024](#) and for the quarterly period ended June 30, 2024 filed with the Commission on [August 2, 2024](#);
- The portions of the Registrant’s [Definitive Proxy Statement](#) filed with the Commission on April 11, 2024 that are incorporated by reference into Part III of the 2023 Form 10-K;
- The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 3, 2024](#), [April 1, 2024 \(Item 5.02 only\)](#), [May 13, 2024](#), [May 23, 2024](#), [May 30, 2024](#) and [August 5, 2024](#) (other than the portions of those Current Reports on Form 8-K not deemed to be filed); and
- The description of the Registrant’s common stock contained in [Exhibit 4.11](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on February 24, 2023, and including any other amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or de-registering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents (other than the portions of those documents not deemed to be filed).

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement.

Item 4. Description of Securities.

The securities to be offered are registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of the Registrant’s Common Stock offered hereby have been passed upon by William L. Hutton, Esq., Executive Vice President, General Counsel and Secretary of the Registrant, whose opinion is contained in Exhibit 5.1. Mr. Hutton is paid a salary by the Registrant, is a participant in various employee benefit plans offered by the Registrant to its employees generally, owns shares of the Registrant’s Common Stock, and participates in equity incentive plans that may permit him to acquire additional shares of the Registrant’s Common Stock in the future.

Item 6. Indemnification of Directors and Officers.

Section 351.355(1) of the Revised Statutes of Missouri provides that a corporation may indemnify a director, officer, employee or agent of the corporation in any action, suit or proceeding other than an action by or in the right of the corporation, against expenses (including attorneys’ fees), judgments, fines and settlement amounts actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best

interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Section 351.355(2) provides that the corporation may indemnify any such person in any action or suit by or in the right of the corporation against expenses (including attorneys' fees) and settlement amounts actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that he or she may not be indemnified in respect of any claim, issue or matter in which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation, unless and only to the extent authorized by the court. Section 351.355(3) provides that, except as otherwise provided in a corporation's articles of incorporation or by-laws, a corporation shall indemnify any such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she has been successful in defense of such action, suit or proceeding and if such action, suit or proceeding is one for which the corporation may indemnify him or her under Section 351.355(1) or (2). Section 351.355(7) provides that a corporation shall have the power to give any further indemnity to any such person, in addition to the indemnity otherwise authorized under the other subsections of Section 351.355, provided such further indemnity is either (i) authorized, directed or provided for in the articles of incorporation of the corporation or any duly adopted amendment thereof or (ii) is authorized, directed or provided for in any by-law or agreement of the corporation which has been adopted by a vote of the stockholders of the corporation, and provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

As permitted by Section 351.355, the Amended and Restated Articles of Incorporation of the Registrant filed as Exhibit 4.1 to this Registration Statement contain provisions indemnifying its directors, officers, employees and agents in accordance with applicable law. In certain circumstances, the directors and officers are entitled to indemnification to the maximum extent permitted by applicable law. The Registrant has entered into indemnification contracts with the officers and directors of the Registrant. The contracts provide that the Registrant under certain circumstances may self-insure against directors' and officers' liabilities now insured under the policy of insurance referred to below and will provide indemnity to the fullest extent permitted by law against all expenses (including attorneys' fees), judgments, fines and settlement amounts, paid or incurred in any action or proceeding, including any act on behalf of the Registrant, on account of their service as directors or officers of the Registrant, any subsidiary of the Registrant or any other company or enterprise when they are serving in such capacities at the request of the Registrant, excepting only cases where the conduct of such person is adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct.

The Registrant's Amended and Restated Articles of Incorporation limit the liability of the Registrant's directors to the Registrant or any of the Registrant's shareholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted under Missouri law.

The Registrant maintains a policy of insurance under which the directors and officers are insured, subject to the limits of the policy, against certain losses, as defined in the policy, arising from claims made against such directors and officers by reason of any wrongful acts, as defined in the policy, in their respective capacities as directors or officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

**Exhibit
Number**

- 4.1 [Amended and Restated Articles of Incorporation of Reinsurance Group of America, Incorporated \(incorporated by reference to Exhibit 3.1\(i\) to the Registrant's Current Report on Form 8-K, filed with the Commission on May 22, 2020\).](#)
- 4.2 [Amended and Restated Bylaws of Reinsurance Group of America, Incorporated \(incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 20, 2022\).](#)
- 4.3 [Reinsurance Group of America, Incorporated Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024, filed with the Commission on August 2, 2024\).](#)
- 5.1* [Opinion of William L. Hutton, Esq.](#)
- 23.1* [Consent of Independent Registered Public Accounting Firm.](#)
- 23.2* [Consent of William L. Hutton, Esq. \(contained in Exhibit 5.1\).](#)
- 24.1* [Power of Attorney \(included in Signature Page\).](#)
- 107* [Filing Fee Table.](#)

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes;

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) under the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Reinsurance Group of America, Incorporated 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 Chesterfield, Missouri, on August 15, 2024.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ Axel André

Axel André
Executive Vice President, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Axel André, William L. Hutton, and Clifford R. Jenks and each of them (with full power to each of them to act alone), his or her true and lawful attorneys in fact and agents, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same, with exhibits and any and all other documents filed with respect thereto, with the Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary or advisable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys in fact and agents, or any of them, 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 on behalf of the registrant in the capacities indicated and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen T. O'Hearn</u> Stephen T. O'Hearn	Chair of the Board and Director	August 15, 2024
<u>/s/ Tony Cheng</u> Tony Cheng	President, Chief Executive Officer and Director (Principal Executive Officer)	August 15, 2024
<u>/s/ Pina Albo</u> Pina Albo	Director	August 15, 2024
<u>/s/ Michele Bang</u> Michele Bang	Director	August 15, 2024
<u>/s/ John J. Gauthier</u> John J. Gauthier	Director	August 15, 2024
<u>/s/ Patricia L. Guinn</u> Patricia L. Guinn	Director	August 15, 2024
<u>/s/ Hazel M. McNeilage</u> Hazel M. McNeilage	Director	August 15, 2024
<u>/s/ George Nichols III</u> George Nichols III	Director	August 15, 2024
<u>/s/ Alison Rand</u> Alison Rand	Director	August 15, 2024

/s/ Shundrawn Thomas

Shundrawn Thomas

Director

August 15, 2024

/s/ Khanh T. Tran

Khanh T. Tran

Director

August 15, 2024

/s/ Steven C. Van Wyk

Steven C. Van Wyk

Director

August 15, 2024

/s/ Axel André

Axel André

Executive Vice President, Chief Financial
Officer (Principal Financial and Accounting
Officer)

August 15, 2024

William L. Hutton
Executive Vice President, General Counsel and Secretary



August 15, 2024

Reinsurance Group of America, Incorporated
16600 Swingley Ridge Road
Chesterfield, Missouri 63017

Ladies and Gentlemen:

As Executive Vice President, General Counsel and Secretary of Reinsurance Group of America, Incorporated (the "Company"), I am familiar with the registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), in connection with the registration under the Act of an aggregate of 100,000 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company that may be issued under the Reinsurance Group of America, Incorporated Employee Stock Purchase Plan, as effective May 22, 2024 (the "Employee Stock Purchase Plan"). In connection with the preparation of the Registration Statement, I have made certain legal and factual examinations and inquiries and examined, among other things, such documents, records, instruments, agreements, certificates and matters as I have considered appropriate and necessary for the rendering of this opinion letter. I have assumed for the purpose of this opinion letter the authenticity of all documents submitted to me as originals and the conformity with the originals of all documents submitted to me as copies, and the genuineness of the signatures thereon.

Based on the foregoing and in reliance thereon and subject to the qualifications, assumptions and limitations set forth herein, it is my opinion that: (i) the Shares have been duly authorized and (ii) the Shares will be validly issued, fully paid and non-assessable after (A) the Registration Statement becomes effective, (B) any post-effective amendment required by law is duly completed, filed and becomes effective, (C) the Shares are issued and sold in accordance with the Employee Stock Purchase Plan and (D) the Form S-8 prospectus has been delivered to participants in the Employee Stock Purchase Plan.

I hereby consent to the inclusion of my opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

This opinion letter is rendered solely for your benefit in accordance with the subject transaction and is not to be otherwise used, circulated, quoted or referred to without my prior written consent. I am opining herein as to the effect on the subject transaction only of United States federal law and the internal (and not the conflict of law) laws of the State of Missouri, and I assume no responsibility as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

This opinion is rendered as of the date hereof, and I assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to my attention.

Very truly yours,

/s/William L. Hutton

William L. Hutton, Esq.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2024, relating to the financial statements and financial statement schedules of Reinsurance Group of America, Incorporated and the effectiveness of Reinsurance Group of America, Incorporated's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Reinsurance Group of America, Incorporated for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

St. Louis, Missouri
August 15, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)Reinsurance Group of America, Incorporated
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Other	100,000 ⁽²⁾	\$200.57	\$20,057,000	0.00014760	\$2,960.42
Total Offering Amounts					\$20,057,000		\$2,960.42
Total Fee Offsets							—
Net Fee Due							\$2,960.42

- (1) This registration statement, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), covers an indeterminate number of additional shares of the common stock, par value \$0.01 per share (the “Common Stock”) of Reinsurance Group of America, Incorporated (the “Registrant”), which may become issuable with respect to the shares of Common Stock registered hereunder in the event of a stock split, stock dividend or similar transaction.
- (2) Represents shares of Common Stock reserved for issuance pursuant to the Registrant’s Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(h) and Rule 457(c) of the Securities Act, based on the average of the high and low prices of the Registrant’s Common Stock as reported in the consolidated reporting system of the New York Stock Exchange on August 8, 2024.