

**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): September 14, 2022**

**REINSURANCE GROUP OF AMERICA,  
INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**Missouri**  
(State or Other Jurisdiction  
of Incorporation)

**1-11848**  
(Commission  
File Number)

**43-1627032**  
(IRS Employer  
Identification No.)

**16600 Swingley Ridge Road, Chesterfield, Missouri 63017**  
(Address of Principal Executive Offices, and Zip Code)

**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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	RGA	New York Stock Exchange
6.20% Fixed-To-Floating Rate Subordinated Debentures due 2042	RZA	New York Stock Exchange
5.75% Fixed-To-Floating Rate Subordinated Debentures due 2056	RZB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter):

- 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 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 14, 2022, Reinsurance Group of America, Incorporated (the “Company”) announced that on December 31, 2022, J. Cliff Eason will retire from his position as Chair of the Board of Directors of the Company (the “Board”), and will no longer be a member of the Board as of such date. Current Board member Stephen T. O’Hearn will assume the role of Chair on January 1, 2023.

**Item 7.01 Regulation FD Disclosure.**

The Company issued a press release (the “Press Release”) announcing the upcoming retirement of Mr. Eason, and the upcoming appointment of Mr. O’Hearn, as Board Chair, a copy of which is furnished with this report as Exhibit 99.1. The information set forth in this Item 7.01, including the Press Release, is being furnished and shall not be deemed to be “filed”, as described in Instruction B.2 of Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	<a href="#">Press Release of Reinsurance Group of America, Incorporated dated September 14, 2022</a>
104	Cover page interactive data file (formatted as inline XBRL).

**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: September 19, 2022

By: /s/ Todd C. Larson

Todd C. Larson

Senior Executive Vice President and Chief Financial Officer

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



## **RGA ANNOUNCES RETIREMENT OF BOARD CHAIR J. CLIFF EASON AND APPOINTS NEW CHAIR TO RGA BOARD OF DIRECTORS**

**ST. LOUIS, September 14, 2022** – Reinsurance Group of America, Incorporated (NYSE: RGA), a leading global life and health reinsurer, today announced the upcoming retirement of Board Chair J. Cliff Eason. Mr. Eason will retire from his position on December 31, 2022, and current Board Member Stephen T. O’Hearn will assume the role of Chair on January 1, 2023.

“On behalf of the entire organization, I want to thank Cliff for the remarkable leadership, outstanding stewardship, and unwavering encouragement he has provided during his nearly 30 years of service on the RGA Board” said Anna Manning, President and Chief Executive Officer, RGA. “Cliff is a leader of the highest integrity and we wish him the very best in his upcoming retirement.”

Mr. Eason joined the Board at RGA’s initial public offering in May 1993 and became Chair in 2008. He retired as President and Chief Executive Officer of Southwestern Bell Telephone in January, 2001 following a long career in the telecommunications industry.

“We are incredibly grateful for Cliff’s years of leadership on the RGA Board. His wisdom and experience have been invaluable to the company and we will all continue to be inspired by his legacy,” said Stephen O’Hearn, Chair-Elect of the Board of Directors, RGA. “I am honored to take on the role of Board Chair and look forward with confidence to the future of the organization.”

Mr. O’Hearn spent much of his career with PricewaterhouseCoopers (PwC) and was with the firm for 38 years. Most recently, he served as the Global Leader of PwC’s Insurance Practice, during which time he also served on PwC’s extended global leadership team.

“Steve’s financial services and insurance expertise, coupled with his global work experience, have brought tremendous value to our Board since he joined in 2020”, said Manning. “As we look to the future, I am excited to continue working with Steve to build on RGA’s long track record of success.”

### **About RGA**

Reinsurance Group of America, Incorporated (NYSE: RGA) is a global industry leader specializing in life and health reinsurance and financial solutions that help clients effectively manage risk and optimize capital. Founded in 1973, RGA is one of the world’s largest and most respected reinsurers and is guided by a fundamental purpose: to make financial protection accessible to all. RGA is widely recognized for superior risk management and underwriting expertise, innovative product design, and dedicated client focus. RGA serves clients and partners in key markets around the world and has approximately \$3.4 trillion of life reinsurance in force and assets of \$84.6 billion as of June 30, 2022. To learn more about RGA and its businesses, visit [www.rgare.com](http://www.rgare.com). Follow RGA on LinkedIn, Twitter, and Facebook.

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