

**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 9, 2020

**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 9, 2020 the Board of Directors (the “Board”) of Reinsurance Group of America, Incorporated (the “Company”) appointed Stephen T. O’Hearn to the Board, effective as of October 1, 2020, and Keng Hooi Ng to the Board, effective June 1, 2021, which follows the completion of a previous post-retirement commitment. Mr. O’Hearn will serve for a term of office ending at the Company’s 2021 annual meeting of shareholders, or until his successor is duly elected and qualified. Mr. Ng will serve for a term of office ending at the Company’s 2022 annual meeting of shareholders, or until his successor is duly elected and qualified. As of October 1, 2020, the addition of Mr. O’Hearn increases the size of the Board to eleven directors and the addition of Mr. Ng in 2021 will increase the size of the Board to twelve directors.

Mr. O’Hearn, 60, was the Global Leader of the Insurance Practice of PricewaterhouseCoopers (“PwC”) from 2015 to 2020 and part of PwC’s extended global leadership team. A trained accountant, Mr. O’Hearn spent 38 years with PwC and has 26 years of experience as an audit partner, serving a variety of clients in the financial services industry. He is a Certified Public Accountant and served on the Board of the International Insurance Society 2009 to 2018.

Mr. Ng, 65, was Group Chief Executive and President of AIA Group Limited (“AIA Group”) from 2017 to May 2020, and most recently served as Senior Advisor. From 2010 to 2017, Mr. Ng served as Regional Chief Executive at AIA Group, and was responsible for the business operations in China, Thailand, Singapore, Malaysia, Indonesia, Taiwan and Brunei. He joined AIA Group from Great Eastern Holdings, Singapore where he was Group Chief Executive from December 2008 to October 2010. Prior to that position, Mr. Ng was with Prudential plc for almost 20 years, including as a member of Prudential Corporation Asia’s board and Regional Managing Director of Malaysia, Singapore and Indonesia. Mr. Ng has been a Fellow of the Society of Actuaries (U.S.) since 1985.

The Company is not aware of any transactions, proposed transactions, or series of either to which the Company or any of its subsidiaries was or is to be a participant since January 1, 2019, in which the amount involved exceeds \$120,000 and in which Mr. O’Hearn or Mr. Ng had, or will have, a direct or indirect material interest.

There are no arrangements or understandings between either Mr. O’Hearn or Mr. Ng and any other person pursuant to which he was elected as a director. Messrs. O’Hearn and Ng will both participate in the non-employee director compensation arrangements established by the Company for non-employee directors, as described under “Board of Directors—Director Compensation” in the Company’s proxy statement dated April 8, 2020 for its annual meeting of shareholders. Neither Mr. O’Hearn nor Mr. Ng have yet been named to any committees of the Board.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release (the “Press Release”) announcing the appointment of Messrs. O’Hearn and Ng to the Board, 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	Press Release of Reinsurance Group of America, Incorporated dated September 9, 2020
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 9, 2020

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



REINSURANCE GROUP OF AMERICA ANNOUNCES NEW MEMBERS TO BOARD OF DIRECTORS

ST. LOUIS, September 9, 2020 – Reinsurance Group of America, Incorporated (NYSE: RGA) a leading global life and health reinsurer, today announced the appointment of Stephen T. O’Hearn and Ng Keng Hooi to its Board of Directors. Mr. O’Hearn will begin his service on October 1, 2020. Mr. Ng will join mid-2021 following the completion of a previous post-retirement commitment. The addition of Mr. O’Hearn and Mr. Ng increases the number of RGA directors to 12.

“RGA is fortunate to add the extensive experience of Steve and Keng Hooi to our board,” said Anna Manning, President and Chief Executive Officer, RGA. “Steve is a global executive with keen insights into the insurance and financial services industries, and his perspectives on risk, regulation, and global strategy will immediately add value to our board. Keng Hooi’s exceptional track record in leading complex and dynamic businesses for the largest life insurers in the world, along with his experiences in highly regulated environments, will enhance RGA’s board oversight as the company continues to seek growth opportunities globally.”

“With the addition of Steve and Keng Hooi to the RGA board, we are further strengthening an already impressive roster of industry leaders and business professionals,” said J. Cliff Eason, Chairman of the Board of Directors. “Steve is an exceptionally accomplished professional who brings a wealth of best practices and strategic insights to our board and will further enhance our financial oversight. Keng Hooi is a highly seasoned life insurance veteran whose expertise will significantly deepen our board’s industry knowledge in both developed and emerging markets in Asia.”

Stephen T. O’Hearn

Mr. O’Hearn spent the majority 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 15,000-person Insurance Practice from 2015 to 2020, during which time he also served on PwC’s extended global leadership team. A trained accountant, Mr. O’Hearn has 26 years of experience as an audit partner, serving a variety of clients in the financial services industry.

His career has led him around the world: In 2001, Mr. O’Hearn moved to Tokyo with the PwC Insurance Practice, and in 2012, he moved to Switzerland to serve as the Global Relationship Partner and Audit Partner for Zurich Insurance Group. He then assumed the role of EMEA Insurance Leader in 2012, and leadership of the PwC Global Insurance Practice in 2015. In 2018, he moved to Munich to serve as Global Relationship Partner for Allianz.

Mr. O’Hearn attended The University of Notre Dame, graduating summa cum laude in 1982, and he is a Certified Public Accountant in the United States. He served on the Board of the International Insurance Society 2009 to 2018, and was chairman of the finance committee for the first five years of his tenure.

Ng Keng Hooi

Ng Keng Hooi has a wealth of insurance industry experience that spans more than 40 years.

Most recently, Mr. Ng served as senior advisor to AIA Group Limited (AIA Group) and was Group Chief Executive and President of AIA Group from 2017 to 2020. From 2010-2017, Mr. Ng served as Regional Chief Executive at AIA Group, and was responsible for the group's business operations in China, Thailand, Singapore, Malaysia, Indonesia, Taiwan, and Brunei as well as Group Agency Distribution.

He joined AIA Group from Great Eastern Holdings, Singapore where he was Group Chief Executive between December 2008 and October 2010. Prior to his tenure at Great Eastern Holdings, Mr. Ng was with Prudential plc for almost 20 years, including as a member of Prudential Corporation Asia's board and Regional Managing Director of Malaysia, Singapore, and Indonesia. This followed his successful tenure as CEO of Prudential Malaysia.

Mr. Ng has been a Fellow of the Society of Actuaries (U.S.) since 1985. He received his Bachelor of Science degree in Mechanical Engineering from Lafayette College (Pennsylvania, USA) in 1979.

About RGA

Reinsurance Group of America, Incorporated (RGA), a Fortune 500 company, is among the leading global providers of life reinsurance and financial solutions, with approximately \$3.5 trillion of life reinsurance in force and assets of \$80.7 billion as of June 30, 2020. Founded in 1973, RGA is recognized for its deep technical expertise in risk and capital management, innovative solutions, and commitment to serving its clients. With headquarters in St. Louis, Missouri, and operations around the world, RGA delivers expert solutions in individual life reinsurance, individual living benefits reinsurance, group reinsurance, health reinsurance, facultative underwriting, product development, and financial solutions. To learn more about RGA and its businesses, visit the company's website at www.rgare.com.

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