

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact name of registrant as specified in its charter)

Missouri

(State of Incorporation or Organization)

43-1627032

(I.R.S. Employer Identification No.)

1370 Timberlake Manor Parkway, Chesterfield, Missouri

(Address of principal executive offices)

63017

(Zip Code)

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

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Common Stock, Class A, \$0.01 par value	New York Stock Exchange
Series A-1 Preferred Share Purchase Rights	New York Stock Exchange
Common Stock, Class B, \$0.01 par value	New York Stock Exchange
Series B-1 Preferred Share Purchase Rights	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates :

333-151390

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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ITEM 1. Description Of Registrant's Securities To Be Registered.

The description under the heading "Description of RGA Capital Stock" relating to Reinsurance Group of America, Incorporated's (the "Company") class A common stock, \$0.01 par value per share and class B common stock, \$0.01 par value per share, as applicable, in the Proxy Statement/Prospectus included in the Company's Registration Statement on Form S-4 (Registration No. 333-151390) filed with the U.S. Securities and Exchange Commission ("SEC") on June 3, 2008, and amended by Pre-Effective Amendment No. 1 on July 10, 2008, as amended from time to time (the "Registration Statement"), is incorporated herein by reference.

The description under the heading "Proposal Five: Ratification of Section 382 Shareholder Rights Plan — Description of Section 382 Shareholder Rights Plan," "— Anti-Takeover Effect," and "— Possible Effect on Liquidity" relating to the Company's Series A-1 Preferred Share Purchase Rights and the Company Series B-1 Preferred Share Purchase Rights, as applicable, in the Proxy Statement/Prospectus included in the Registration Statement, is incorporated herein by reference.

Any form of prospectus subsequently filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which includes a description of the securities to be registered hereunder shall be deemed to be incorporated by reference into this registration statement.

ITEM 2. Exhibits.

See exhibit index.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**REINSURANCE GROUP OF AMERICA,
INCORPORATED**

Date: July 16, 2008

By: /s/ Jack B. Lay

Jack B. Lay
Senior Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
1	Proposed Amended and Restated Articles of Incorporation of RGA, incorporated by reference to Exhibit 3.3 of the Company's Current Report on Form 8-K, filed with the SEC on June 5, 2008.
2	Proposed Amended and Restated Bylaws of RGA, incorporated by reference to Exhibit 3.4 of the Company's Current Report on Form 8-K, filed with the SEC on June 5, 2008.
3	Form of Amended and Restated Section 382 Rights Agreement between Reinsurance Group of America, Incorporated and Mellon Investor Services LLC, as Rights Agent, incorporated by reference to Appendix C of the Registration Statement, which includes the form of Amended and Restated Certificate of Designation, Preferences and Rights of Series A-1 Junior Participating Preferred Stock as Exhibit A-1, the form of Certificate of Designation, Preferences and Rights of Series B-1 Junior Participating Preferred Stock as Exhibit A-2, the form of Right Certificate for Class A Rights as Exhibit B-1 and the Form of Right Certificate for Class B Rights as Exhibit B-2. Pursuant to the Amended and Restated Section 382 Rights Agreement, as so amended, printed Right Certificates will not be mailed until as soon as practicable after the earlier of the tenth day following the date of the earlier of either public announcement that a person or group (except for certain grandfathered or exempted persons) has acquired beneficial ownership of 5% or more (by value) of RGA stock (as defined in the agreement) or the close of business on the tenth business day (or such later date as may be determined by action of the Board of Directors) after a person commences, or announces its intention to commence, a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group (except for certain grandfathered or exempted persons) of 5% or more (by value) of RGA stock.
4	Form of stock certificate for the Company's class A common stock.
5	Form of stock certificate for the Company's class B common stock.

[FACE OF CERTIFICATE]

[LOGO]

RG [_____]

[_____] SHARES

SEE REVERSE FOR TRANSFER RESTRICTIONS AND OTHER IMPORTANT RIGHTS OR LIMITATIONS, INCLUDING CERTAIN DEFINITIONS

\$.01 PAR VALUE

INCORPORATED UNDER THE LAWS OF THE STATE OF MISSOURI

THIS CERTIFICATE IS TRANSFERABLE IN JERSEY CITY, NJ, NEW YORK, NY AND PITTSBURGH, PA

CUSIP 759351 40 6

THIS CERTIFIES THAT [_____]

IS THE OWNER OF [_____]

FULLY PAID AND NON-ASSESSABLE SHARES OF THE CLASS A COMMON STOCK OF

Reinsurance Group of America, Incorporate transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

This certificate and the shares of stock represented hereby are issued and shall be held subject to all of the provisions of the Amended and Restated Articles of Incorporation and Bylaws of the Corporation, and all amendments thereto, copies of which are on file at the office of the Transfer Agent, to all of which the holder, by accepting this certificate, assents.

This certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: [_____]

COUNTERSIGNED AND REGISTERED
MELLON INVESTOR SERVICES LLC
TRANSFER AGENT AND REGISTRAR

By:

AUTHORIZED SIGNATURE

[SEAL]

[SIGNATURE]
PRESIDENT

[SIGNATURE]
SECRETARY

[REVERSE OF CERTIFICATE]

REINSURANCE GROUP OF AMERICA, INCORPORATED

THE COMPANY WILL FURNISH, WITHOUT CHARGE, TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK, OR SERIES THEREOF, WHICH THE COMPANY IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT NAMED ON THE FACE OF THIS CERTIFICATE.

THIS CERTIFICATE ALSO EVIDENCES AND ENTITLES THE HOLDER HEREOF TO CERTAIN RIGHTS AS SET FORTH IN A SECTION 382 RIGHTS AGREEMENT BETWEEN REINSURANCE GROUP OF AMERICA, INCORPORATED (THE "COMPANY") AND MELLON INVESTOR SERVICES LLC (OR ANY SUCCESSOR THERETO), AS RIGHTS AGENT, AS IT MAY FROM TIME TO TIME BE SUPPLEMENTED OR AMENDED (THE "RIGHTS AGREEMENT"), THE TERMS OF WHICH ARE INCORPORATED HEREIN BY REFERENCE AND A COPY OF WHICH IS ON FILE AT THE PRINCIPAL EXECUTIVE OFFICES OF THE COMPANY. UNDER CERTAIN CIRCUMSTANCES, AS SET FORTH IN THE RIGHTS AGREEMENT, SUCH RIGHTS MAY EXPIRE OR MAY BE REDEEMED, EXCHANGED OR BE EVIDENCED BY SEPARATE CERTIFICATES AND NO LONGER BE EVIDENCED BY THIS CERTIFICATE. THE COMPANY WILL MAIL TO THE HOLDER OF THIS CERTIFICATE A COPY OF THE RIGHTS AGREEMENT WITHOUT CHARGE PROMPTLY AFTER RECEIPT OF A WRITTEN REQUEST THEREFOR. UNDER CERTAIN CIRCUMSTANCES, RIGHTS ISSUED TO OR HELD BY ACQUIRING PERSONS (AS DEFINED IN THE RIGHTS AGREEMENT) AND ANY SUBSEQUENT HOLDER OF SUCH RIGHTS MAY BECOME NULL AND VOID.

THE TRANSFER OF SECURITIES REPRESENTED BY THIS CERTIFICATE IS (AND OTHER SECURITIES OF THE CORPORATION MAY BE) SUBJECT TO RESTRICTION PURSUANT TO ARTICLE FOURTEEN OF THE CORPORATION'S AMENDED AND RESTATED ARTICLES OF INCORPORATION. THE CORPORATION WILL FURNISH A COPY OF ITS AMENDED AND RESTATED ARTICLES OF INCORPORATION SETTING FORTH THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS TO THE HOLDER OF RECORD OF THIS CERTIFICATE WITHOUT CHARGE UPON WRITTEN REQUEST ADDRESSED TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entirety
JT TEN — as joint tenants with right of survivorship
and not as tenants in common

UNIF GIFT MIN ACT — _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

UNIF TRAN MIN ACT — _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

[_____]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE)

[_____] Shares represented by the within certificate, and do hereby irrevocably constitute and appoint [_____]

Attorney to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.

Dated [_____]

[SIGNATURE]

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

[FACE OF CERTIFICATE]

[LOGO]

RG [_____]

[_____] SHARES

SEE REVERSE FOR TRANSFER RESTRICTIONS AND OTHER IMPORTANT RIGHTS OR LIMITATIONS, INCLUDING CERTAIN DEFINITIONS

\$.01 PAR VALUE

INCORPORATED UNDER THE LAWS OF THE STATE OF MISSOURI

THIS CERTIFICATE IS TRANSFERABLE IN JERSEY CITY, NJ, NEW YORK, NY AND PITTSBURGH, PA

CUSIP 759351 50 5

THIS CERTIFIES THAT [_____]

IS THE OWNER OF [_____]

FULLY PAID AND NON-ASSESSABLE SHARES OF THE CLASS B COMMON STOCK OF

Reinsurance Group of America, Incorporate transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

This certificate and the shares of stock represented hereby are issued and shall be held subject to all of the provisions of the Amended and Restated Articles of Incorporation and Bylaws of the Corporation, and all amendments thereto, copies of which are on file at the office of the Transfer Agent, to all of which the holder, by accepting this certificate, assents.

This certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: [_____]

COUNTERSIGNED AND REGISTERED
MELLON INVESTOR SERVICES LLC
TRANSFER AGENT AND REGISTRAR

By:

AUTHORIZED SIGNATURE

[SEAL]

[SIGNATURE]
PRESIDENT

[SIGNATURE]
SECRETARY

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under Uniform Gifts to Minors
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PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

[_____]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE)

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Attorney to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.

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