
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): February 16, 2011

REINSURANCE GROUP OF AMERICA,
INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Missouri
(State or other
jurisdiction of
incorporation)

1-11848
(Commission
File Number)

43-1627032
(IRS Employer
Identification Number)

1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017
(Address of principal executive offices)

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))
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Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

As previously reported in the Company's Current Report on Form 8-K filed on February 16, 2011, the Company announced the redemption of warrants that are a component of outstanding Preferred Income Equity Redeemable Securities (PIERS) units. The units also include a preferred security issued by RGA Capital Trust I, having a stated liquidation amount of \$50, representing an undivided beneficial ownership interest in the assets of the Trust, which consists solely of junior subordinated debentures issued by the Company, each of which has a principal amount at maturity of \$50, a stated maturity of March 18, 2051 and, at any time, an accreted value as described below.

As of February 16, 2011, there were 4,499,800 units outstanding, and the nominal value of the preferred securities is \$224,990,000 and the accreted value is \$159,440,003.

The "accreted value" of a preferred security is equal to the accreted value of a debenture, which is equal to the sum of the initial purchase price of the preferred security component of each unit (or \$35.13) plus accrual of discount calculated from December 18, 2001 to the date of calculation at the all-in-yield rate of 8.25% per annum through December 15, 2050 minus accrual of interest on the principal amount of the debentures (or \$50) at the rate of 5.75%, in each case, on a quarterly bond equivalent yield basis using a 360-day year of twelve 30-day months until that sum equals \$50 on December 15, 2050.

In connection with the Company's notice of redemption of the warrants, the Company is seeking a remarketing of all the preferred securities at a price of no less than 100% of their accreted value. If the remarketing (scheduled for March 1, 2011) is successful, the accreted value of the preferred security will be equal to \$35.44 on March 3, 2011, the day next preceding the remarketing settlement date, and will remain fixed until the maturity date (which would be June 5, 2011).

If the warrant holder chooses to exercise the warrant and is a unit holder that has not opted out of the remarketing, the proceeds from a successful contemporaneous remarketing of the related preferred security will be applied to satisfy in full the exercise price of the warrant. The remarketing settlement date and the optional redemption date (March 4, 2011) will be three business days after the remarketing date (March 1, 2011).

Also in connection with the remarketing:

- the adjusted maturity of the debentures (and, as a result, the adjusted redemption date of the preferred securities) will become June 5, 2011, which is 93 days following the remarketing settlement date;
- the amount due at the adjusted maturity date of a debenture will be \$35.44, which is the accreted value of the debenture on March 3, 2011, the day next preceding the remarketing settlement date (and, as a result, the amount due on June 5, 2011 with respect to a preferred security will be \$35.44, which will be the accreted value of a preferred security on March 3, 2011); and
- on March 4, 2011, which is the remarketing settlement date, the debentures will have an interest rate on their accreted value (and, as a result, the preferred securities will have a distribution rate on their accreted value) equal to the rate established in the remarketing.

If the remarketing agent is unable to remarket the preferred securities when required for any reason, a "failed remarketing" will have occurred. If a failed remarketing occurs:

- beginning on March 4, 2011, which is the third business day after such date, interest will accrue on the accreted value of the debentures, and distributions will accumulate on the accreted value of the preferred securities;
- the interest rate on the accreted value of debentures will be 10.25% per annum and, as a result, the distribution rate on the accreted value of the preferred securities will adjust correspondingly;
- the stated maturity of the accreted value of the debentures (and, as a result, the final distribution date for the preferred securities) will become June 5, 2011, which is the date which is 93 days after the failed remarketing settlement date; and
- the Company will no longer have the option to defer interest payments on the debentures.

Further information regarding the PIERS units and the related warrants and Preferred Securities is contained in the Company's Current Report on Form 8-K filed on February 15, 2011.

Item 8.01 Other Information.

On February 16, 2011, the Company issued a press release confirming that the special record date for payment of accumulated and unpaid distributions on the preferred securities on the March 4, 2011 remarketing settlement date will be March 3, 2011, the prior business day. As a result, accumulated and unpaid distributions on the preferred securities from and including December 15, 2010, which is the immediately preceding distribution date to, but excluding, March 4, 2011, will be payable to holders of record as of March 3, 2011. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K, and is incorporated herein by reference.

The Company is also filing as Exhibits 99.2 and 99.3 the respective notices of redemption and notice of remarketing sent to holders of its Trust Preferred Income Equity Redeemable Securities ("PIERS Units") and any separately held warrants or preferred securities, which exhibits are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index.

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: February 17, 2011

By: /s/ Todd Larson
Todd Larson
Executive Vice President, Treasurer &
Corporate Finance

Exhibit Index

- 99.1 Press Release regarding Special Record Date.
- 99.2 Notice of Redemption dated February 16, 2011.
- 99.3 Notice of Remarketing dated February 16, 2011.

**Reinsurance Group of America, Incorporated Confirms Special Record Date For
Trust Preferred Securities Relating To
Preferred Income Equity Redeemable Securities**

February 16, 2011 — St. Louis, MO. On February 16, 2011, Reinsurance Group of America, Incorporated (“RGA”) (NYSE: RGA) issued a notice of redemption of its warrants to holders of its Trust Preferred Income Equity Redeemable Securities (“PIERS Units”) and any separately held warrants and the concurrent notice of remarketing of the related preferred securities.

RGA is confirming that the special record date for payment of accumulated and unpaid distributions on the preferred securities will be March 3, 2011, the day immediately prior to the remarketing settlement date. The distributions will be made on March 4, 2011, the remarketing settlement date. The distributions will cover the period from and including December 15, 2010, the most recent distribution date, to but excluding March 4, 2011.

As previously announced, redemption of the warrants by RGA triggers the remarketing of preferred securities. The remarketing of the preferred securities will occur on March 1, 2011. The proceeds from the remarketing will be paid to the selling holders, provided that the proceeds for holders who have elected to exercise their warrants shall be applied to satisfy the exercise price of the warrants. Any holder of a PIERS Unit or a preferred security who does not wish to participate in the remarketing must give written notice to The Bank of New York Mellon Trust Company, N.A. prior to 5:00 p.m. (New York City time) on February 28, 2011. Following the remarketing, the preferred securities will have the annual distribution rate determined in the remarketing and will become due on June 5, 2011.

The shares of common stock underlying the warrants are registered under RGA’s registration statement on Form S-3 and covered by prospectus supplements dated February 16, 2011 and related prospectus dated February 15, 2011, copies of which may be obtained from RGA, 1370 Timberlake Manor Parkway Chesterfield, Missouri 63017-6039, Attention: Investor Relations or by telephone at (636) 736-7000.

RGA has engaged Barclays Capital as its remarketing agent. The remarketed trust preferred securities are registered under the same registration statement and covered by a prospectus supplement dated February 16, 2011 and related prospectus dated February 15, 2011, copies of which may be obtained from Barclays Capital Inc., c/o Broadridge Integrated Distribution Services, 1155 Long Island Avenue, New York, NY 11717 or by telephone at 888-603-5847 or email at barclaysprospectus@broadridge.com.

This document shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.

Questions concerning redemption and exercise of the warrants and the election not to participate in the remarketing can be directed to The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration, 2 North LaSalle, Suite 1020 Chicago, Illinois 60602, telephone number, 312-827-8546, fax number, 312-827-8542.

About RGA

Reinsurance Group of America, Incorporated is among the largest global providers of life reinsurance, with subsidiary companies or offices in Australia, Barbados, Bermuda, Canada, China, France, Germany, Hong Kong, India, Ireland, Italy, Japan, Mexico, the Netherlands, Poland, South Africa, South Korea, Spain, Taiwan, the United Kingdom and the United States. At December 31, 2010, the company had approximately \$2.5 trillion of worldwide life reinsurance in force and assets of \$29.1 billion.

SOURCE: Reinsurance Group of America, Inc. ("RGA")

John W. Hayden 636-736-7000

Senior Vice President-Controller and Investor Relations

NOTICE OF REDEMPTION
TO HOLDERS OF WARRANTS OF REINSURANCE GROUP OF AMERICA,
INCORPORATED REPRESENTING A COMPONENT OF TRUST PREFERRED
INCOME EQUITY SECURITIES (PIERS) UNITS
CUSIP FOR UNITS 759351307
CUSIP FOR WARRANTS 759351117

To Holders of the Units and/or Warrants:

Reinsurance Group of America, Incorporated (the "Company") hereby calls for redemption all of the outstanding warrants representing a right to purchase, under certain circumstances, common stock of the Company (the "Warrants"), in accordance with Section 5.01 of a warrant agreement dated as of December 18, 2001 (as amended on September 12, 2008), between the Company and The Bank of New York Mellon Trust Company, N. A. (the "Warrant Agreement") and in accordance with Section 5.1 of a unit agreement dated as of December 18, 2001 (as amended on September 12, 2008) between the Company and The Bank of New York Mellon Trust Company, N. A. (the "Unit Agreement").

Unless otherwise defined herein, the capitalized terms used herein shall have the meaning assigned to them in the Warrant Agreement and the Unit Agreement. No representation is made as to the correctness of the CUSIP numbers either as printed on the security or as contained in this notice of redemption and reliance may be placed only on the other identification numbers printed on the security, and this redemption shall not be affected by any defect in or omission of such numbers.

The terms and conditions of the Redemption are as follows:

1. The Redemption Date for the Warrants is March 4, 2011.
2. The Warrant Redemption Amount is \$14.56.
3. The Exercise Price in lieu of a Redemption as in effect on the Redemption Date is \$35.44.
4. The Warrant Redemption Amount will be paid in cash.
5. A Holder may elect to exercise a Warrant in lieu of Redemption. Each Holder of a Warrant who desires to exercise its Warrants on the Redemption Date at the Exercise Price per Warrant, instead of having such Warrants redeemed on such date, shall (A) if such Warrant is held as a component of a Unit, notify the Warrant Agent and the Unit Agent of such intention by use of a notice in substantially the form of Exhibit A hereto or (B) if such Warrant is not held as a component of a Unit, notify the Warrant Agent of such intention by use of a notice set forth on the reverse side of Warrant Certificate in substantially the form of Exhibit B hereto. In each case, such notice shall be given prior to 5:00 p.m., New York City time, on March 3, 2011. **In the absence of an election to exercise a Warrant in lieu of a Redemption, a Holder will be deemed to have elected to have its Warrants redeemed on the Redemption Date.**

6. If notice of redemption or exercise shall have been given and consideration deposited or paid, then, immediately prior to 5:00 p.m., New York City time, on the Redemption Date, all rights of Holders shall cease, except the right of Holders to receive the Warrant Redemption Amount (or Common Stock if the related Holder elected to exercise such Holder's Warrant on or prior to 5:00 p.m., New York City time, on the Redemption Date), and the Warrants shall cease to be outstanding.

7. The Warrants shall be surrendered for redemption or exercise, as the case may be, to The Bank of New York Mellon Trust Company, N.A., the Unit Agent and the Warrant Agent at the following address:

The Bank of New York Mellon Trust Company, N.A.
2 North LaSalle, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration
Telephone: (312) 827-8546

8. The shares of common stock underlying the Warrants are registered under the Company's registration statement on Form S-3 and covered by a prospectus supplement dated February 16, 2011 and related prospectus dated February 15, 2011. Copies of the prospectus supplement and related prospectus may be obtained from the Company at 1370 Timberlake Manor Parkway Chesterfield, Missouri 63017-6039, Attention: Investor Relations or by telephone at (636) 736-7000. This notice shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.

Very truly yours,

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ Jack B. Lay
Name: Jack B. Lay
Title: Senior Executive Vice President
and Chief Financial Officer

A copy of this Redemption Notice is being sent, first class mail, postage prepaid, to all holders of record of the Units and Warrants.

Dated: February 16, 2011

Copies to:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Unit Agent, Warrant Agent and Property Trustee
2 North LaSalle, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration

BARCLAYS CAPITAL INC., as Remarketing Agent
745 Seventh Avenue
New York, New York 10019
Attention: Syndicate Registration

EXHIBIT A

NOTICE OF EXERCISING REMARKETING HOLDER

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
2 North LaSalle, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration

BARCLAYS CAPITAL INC.
745 Seventh Avenue
New York, New York 10019
Attention: Syndicate Registration

Re: _____ Trust Preferred Income Equity Redeemable Securities (PIERS) Units (“Securities”) of Reinsurance Group of America, Incorporated and RGA Capital Trust I

Reference is made to Reinsurance Group of America, Incorporated’s Notice of Redemption dated __, 2011 notifying Holders of the Securities of the redemption of the Warrants on ____, 2011. This notice constitutes an election by the undersigned NOT to have the Warrants identified below redeemed. The undersigned hereby advises you of its election to exercise the following number of Warrants which constitute component parts of Securities beneficially owned by the undersigned:

Number of Warrants to Be Exercised: _____.

Unless otherwise defined herein, terms defined in the Unit Agreement dated as of December 18, 2001 among you, in your capacity as Agent, Warrant Agent and Property Trustee, Reinsurance Group of America, Incorporated and RGA Capital Trust I are used herein as defined therein. This notice is being delivered pursuant to Section 5.1 of the Unit Agreement.

Date: _____

Signature: _____

Signature Guarantee: _____

Please print name and address of Registered Holder:

Name: _____

Address: _____

Social Security or other Taxpayer Identification Number, if any:

EXHIBIT B

REVERSE OF WARRANT CERTIFICATE

FORM OF ELECTION TO EXERCISE WARRANT TO PURCHASE COMMON STOCK
(TO BE EXECUTED ONLY UPON EXERCISE OF WARRANTS)
REINSURANCE GROUP OF AMERICA, INCORPORATED

The undersigned hereby irrevocably elects to exercise ___ Warrants at an Exercise Price of \$___ per Warrant to acquire the Exercise Amount (as determined pursuant to the Warrant Agreement) per Warrant of Common Stock of Reinsurance Group of America, Incorporated on the terms and conditions specified within this Warrant Certificate and the Warrant Agreement therein referred to, surrenders this Warrant Certificate and all right, title and interest therein and directs that the shares of Common Stock deliverable upon such exercise be registered or placed in the name and at the address specified below and delivered thereto.

The signature below must correspond with the name as written upon the face of the within Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever, and must be guaranteed.

Dated: _____, ____

(Signature of Holder)

(Street Address)

(City) (State) (Zip Code)

Signature Guaranteed by:

(Signature must be guaranteed by an eligible guarantor institution (banks, stock brokers, savings and loan associations and credit unions) with membership in an approved guarantee medallion program pursuant to Securities Exchange Commission Rule 17Ad-5)

Common Stock to be issued to:

Please insert social security or identifying number:

Name: _____

Street Address: _____

City, State and Zip Code: _____

Any unexercised Warrants represented by the Warrant Certificate to be issued to:

Please insert social security or identifying number:

Name: _____

Street Address: _____

City, State and Zip Code: _____

**NOTICE OF REMARKETING
TO HOLDERS OF TRUST PREFERRED INCOME EQUITY SECURITIES (PIERS)
UNITS AND PREFERRED SECURITIES REPRESENTING A COMPONENT OF THE
UNITS OF REINSURANCE GROUP OF AMERICA, INCORPORATED
CUSIP FOR UNITS 759351307
CUSIP FOR PREFERRED SECURITIES 74956T204**

To Holders of Units and/or Preferred Securities:

You are hereby given notice that pursuant to Section 6.6 of an amended and restated trust agreement dated as of December 18, 2001, among Reinsurance Group of America, Incorporated (the "Company"), The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York, as Property Trustee, The Bank of New York (Delaware), as Delaware Trustee and the Administrative Trustees named therein (the "Trust Agreement"), Barclays Capital Inc., as the Remarketing Agent, will use its commercially reasonable efforts to remarket the Preferred Securities deemed tendered for purchase on March 1, 2011 (the "Remarketing Date") in connection with the optional redemption of the Warrants pursuant to Section 5.01 of the Warrant Agreement. The Remarketing is triggered by the optional redemption of the Warrants by the Company.

Unless otherwise defined herein, the capitalized terms used herein shall have the meaning assigned to them in the Trust Agreement. No representation is made as to the correctness of the CUSIP numbers either as printed on the security or as contained in this notice of a remarketing and reliance may be placed only on the other identification numbers printed on the security, and the remarketing shall not be affected by any defect in or omission of such numbers.

Pursuant to Section 6.6 of the Trust Agreement, the terms and conditions of the Remarketing are as follows:

1. On the Remarketing Date, the Remarketing Agent shall use its commercially reasonable efforts to remarket the Preferred Securities deemed tendered for purchase at a price at least equal to 100% of the aggregate Accreted Value as of the end of the day on the day next preceding the Remarketing Settlement Date. The Remarketing Settlement Date will be March 4, 2011, which is three business days following the Remarketing Date.
 2. Upon Remarketing, the Accreted Value of the Preferred Securities as of the end of the day on the day next preceding the Remarketing Settlement Date shall become due on June 5, 2011, which is 93 days following the Remarketing Settlement Date, and payable on June 6, 2011.
 3. On the Remarketing Settlement Date, the rate of interest per annum on the Accreted Value of the Debentures shall become the Reset Rate on the Accreted Value of the Preferred Securities that is determined pursuant to the Remarketing of the Preferred Securities.
 4. Distributions accumulated and unpaid on the Preferred Securities from and including the immediately preceding Distribution Date to, but excluding, the Remarketing
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Settlement Date shall be payable to the Holders of the Securities of record on the date that is one business day immediately prior to the Remarketing Settlement Date.

5. The proceeds from the Remarketing of the Preferred Securities shall be paid to the selling Holders, provided that, the proceeds from the Remarketing of the Preferred Securities that are held pursuant to the Unit Agreement for which the holders of such Units have elected to exercise their Warrants shall be paid directly to the Warrant Agent on behalf of the holders to satisfy in full the Exercise Price of the Warrants held by such holders.

6. If by 4:00 p.m. (New York City Time) on the Remarketing Date, the Remarketing Agent is unable to remarket all of the Preferred Securities, a "Failed Remarketing" shall be deemed to have occurred. In the event of a Failed Remarketing, (i) beginning on the third Business Day after the Failed Remarketing Date, interest will accrue on the Accreted Value of the Debentures, and Distributions will accumulate on the Accreted Value of the Preferred Securities at the rate described in clause (iii) below; (ii) the Accreted Value of the Debentures as of the end of the day on the day next preceding the Remarketing Settlement Date shall become due on the date which is 93 days following the Remarketing Settlement Date, and, as a result, the Accreted Value of the Preferred Securities as of the end of the day on the day next preceding the Remarketing Settlement Date shall be redeemed on the date which is 93 days following the Remarketing Settlement Date; and (iii) the rate of interest per annum on the Accreted Value of the Debentures shall become 10.25% per annum, and, as a result, the rate of Distribution per annum on the Accreted Value of the Trust Securities shall become 10.25% per annum, which Reset Rate shall accrue and be payable as provided in the Trust Agreement; and (iv) pursuant to the Indenture, the Company no longer shall have the option to defer payments of interest on the Debentures.

7. A Holder may elect not to participate in the Remarketing. Each Holder of a Preferred Security who desires not to participate in the Remarketing must (A) if such Preferred Security is held pursuant to the Unit Agreement, notify the Unit Agent of such intention or (B) if such Preferred Security is not held pursuant to the Unit Agreement, notify the Property Trustee of such intention, in each case by use of a notice in substantially the form of Exhibit A hereto. In each case, such notice must be given prior to 5:00 p.m., New York City time, on February 28, 2011. Any such notice shall be irrevocable and may not be conditioned upon the level at which the Reset Rate is determined pursuant to the Remarketing. **In the absence of an affirmative election not to participate in the Remarketing, each Holder will be deemed to have elected to participate in such remarketing.**

8. The shares of common stock underlying the Warrants are registered under the Company's registration statement on Form S-3 and covered by a prospectus supplement dated February 16, 2011 and related prospectus dated February 15, 2011. Copies of the prospectus supplement and related prospectus may be obtained from the Company at 1370 Timberlake Manor Parkway Chesterfield, Missouri 63017-6039, Attention: Investor Relations or by telephone at (636) 736-7000. The remarketed trust preferred securities are registered under the same registration statement and covered by a prospectus supplement dated February 16, 2011 and a related prospectus dated February 15, 2011, copies of which may be obtained from the Remarketing Agent or by telephone at (888) 603-5847 or email at barclaysprospectus@broadridge.com. This notice shall not constitute an offer to sell or the

solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.

Very truly yours,

REINSURANCE GROUP OF AMERICA,
INCORPORATED

By: /s/ Jack B. Lay
Name: Jack B. Lay
Title: Senior Executive Vice President and Chief
Financial Officer

A copy of this Remarketing Notice is being sent, first class mail, postage prepaid, to all holders of record of the Units and Preferred Securities.

Dated: February 16, 2011

Copies to:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Unit Agent and
Property Trustee
2 North LaSalle, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration

BARCLAYS CAPITAL INC.
745 Seventh Avenue
New York, New York 10019
Attention: Syndicate Registration

EXHIBIT A

FORM OF ELECTION NOT TO REMARKET

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
2 North LaSalle, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration

BARCLAYS CAPITAL INC.
745 Seventh Avenue
New York, New York 10019
Attention: Syndicate Registration

Re: _____ Trust Preferred Income Equity Redeemable Securities (PIERS) Units (“Securities”) of Reinsurance Group of America, Incorporated and RGA Capital Trust I

The undersigned Holder hereby advises you that it has elected NOT to participate in the Remarketing set forth below with respect to the corresponding number of Preferred Securities that are a component of Securities of which the undersigned is the beneficial owner:

Remarketing Settlement Date: _____.

Number of Preferred Securities NOT to Remarket: _____.

The notification to the Remarketing Agent to be sent by you on the Business Day immediately preceding the above Remarketing Date shall NOT include the aggregate number of Preferred Securities set forth above. Unless otherwise defined herein, terms defined in the Unit Agreement dated December 18, 2001 among you, in your capacities as Unit Agent, Warrant Agent and Property Trustee and Reinsurance Group of America, Incorporated and the RGA Capital Trust I are used herein as defined therein. This notice is being delivered pursuant to Section 5.1 of the Unit Agreement relating to the Securities and Section 6.6 of the related Amended and Restated Trust Agreement of even date therewith.

Date: _____

Signature: _____

Signature Guarantee: _____

Please print name and address of Registered Holder:

Name: _____

Address: _____

Social Security or other Taxpayer Identification Number, if any:
