
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): June 2, 2008

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

1370 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MISSOURI 63017
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (636) 736-7000

(Former name or former address, if changed since last report.)

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 8.01. Other Events

On June 2, 2008, Reinsurance Group of America, Incorporated (“RGA”) issued a joint press release with MetLife, Inc. (“MetLife”) announcing the execution of a Recapitalization and Distribution Agreement, dated as of June 1, 2008, by and between RGA and MetLife setting forth the terms on which MetLife will divest substantially all of its 52% interest in RGA. A copy of the joint press release is attached hereto as Exhibit 99.1.

On June 2, 2008, RGA issued a press release announcing the execution of a Section 382 Shareholder Rights Plan, dated as of June 2, 2008, by and between RGA and Mellon Investor Services LLC, as rights agent. A copy of the press release is attached hereto as Exhibit 99.2.

Additional Information and Where to Find It

In connection with MetLife’s proposed divestiture of its stake in RGA, RGA will file with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4, and MetLife will file with the SEC a statement on Schedule TO. Investors and holders of RGA and MetLife securities are strongly encouraged to read the registration statement(s) and any other relevant documents filed with the SEC, including the preliminary proxy statement/prospectus relating to the recapitalization that will be part of the registration statement, the preliminary prospectus relating to the split-off that will be part of the registration statement, the final proxy statement/prospectus relating to the recapitalization and the final prospectus relating to the split-off and related split-off materials, as well as any amendments and supplements to those documents, because they will contain important information about RGA, MetLife, and the proposed transactions. The final proxy statement/prospectus relating to the recapitalization and related transactions will be mailed to shareholders of RGA and the final prospectus relating to the split-off will be mailed to stockholders of MetLife. Investors and security holders will be able to obtain free copies of the registration statement, the proxy statement/prospectus relating to the recapitalization and the prospectus relating to the split-off (when available) as well as other filed documents containing information about MetLife and RGA, without charge, at the SEC’s web site (www.sec.gov). Free copies of RGA’s filings also may be obtained by directing a request to RGA, Investor Relations, by phone to (636) 736-7243, in writing to Mr. John Hayden, Vice President-Investor Relations, Reinsurance Group of America, Incorporated, 1370 Timberlake Manor Parkway, Chesterfield, Missouri, 63017, or by email to investrelations@rgare.com. Free copies of MetLife’s filings may be obtained by directing a request to MetLife, Investor Relations, by phone to (212) 578-2211, in writing to MetLife, Inc., 1 MetLife Plaza, Long Island City, NY 11101, or by email to metir@metlife.com. Neither RGA, MetLife nor any of their respective directors or executive officers or any dealer manager appointed with respect to the exchange offer makes any recommendation as to whether you should participate in the exchange offer.

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This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Such an offer may be made solely by a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Accordingly, neither the proxy solicitation for the recapitalization nor the offer for the outstanding shares of MetLife common stock pursuant to the split-off described in this communication has commenced. At the time that the contemplated split-off is commenced, MetLife will file a statement on Schedule TO with the SEC. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

Participants in the Solicitation

RGA, MetLife and their respective directors and executive officers may be deemed, under SEC rules, to be participants in the solicitation of proxies from RGA's shareholders with respect to the proposed transaction. Information regarding the directors and executive officers of RGA is included in its definitive proxy statement for its 2008 Annual Meeting of Shareholders filed with the SEC on April 9, 2008. Information regarding the directors and officers of MetLife is included in the definitive proxy statement for MetLife's 2008 Annual Meeting of Shareholders filed with the SEC on March 18, 2008. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities holdings or otherwise, will be set forth in the registration statement, the proxy statement/prospectus, the prospectus relating to the split-off and other materials to be filed with the SEC in connection with the proposed transactions.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release, dated June 2, 2007, describing the transactions contemplated by the Recapitalization and Distribution Agreement.
99.2	Press Release, dated June 2, 2007, announcing the Section 382 Shareholder Rights Agreement.

SIGNATURES

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 thereunto duly authorized.

Reinsurance Group of America, Incorporated

By: /s/ Jack B. Lay

Jack B. Lay

Senior Executive Vice President
and Chief Financial Officer

Date: June 2, 2008

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated June 2, 2007, describing the transactions contemplated by the Recapitalization and Distribution Agreement.
99.2	Press Release, dated June 2, 2007, announcing the Section 382 Shareholder Rights Agreement.



CONTACTS:

For MetLife:

John Calagna (Media)
(212) 578-8824

Conor Murphy (Investors)
(212) 578-7788

For RGA:

Jack B. Lay
(636) 736-7000

**METLIFE TO DIVEST STAKE IN REINSURANCE GROUP OF AMERICA THROUGH
TAX-FREE SPLIT-OFF OF RGA STOCK TO METLIFE STOCKHOLDERS**

RGA Common Stock to be Recapitalized into Two Classes

NEW YORK and ST. LOUIS, June 2, 2008 — MetLife, Inc. (“MetLife”) (NYSE: MET) and Reinsurance Group of America, Incorporated (“RGA”) (NYSE: RGA) today jointly announced their agreement on a transaction for MetLife to divest substantially all of its 52% interest in RGA through a tax-free split-off of RGA stock to MetLife stockholders. Under the terms of the transaction, RGA will recapitalize its common stock into two classes of common stock— Class A common stock with the right to elect up to 20% of RGA’s directors and Class B common stock with the right to elect at least 80% of RGA’s directors—and substantially all of MetLife’s interest in RGA will be exchanged for RGA class B common stock. Immediately after this recapitalization, MetLife will conduct a tax-free split-off, in which it will offer the RGA class B common stock to MetLife stockholders in exchange for shares of MetLife common stock.

MetLife believes that the transaction will provide numerous benefits to MetLife and its stockholders, as well as to RGA and its shareholders, including facilitating MetLife and RGA’s respective expansion and growth. MetLife and RGA also believe that the transaction will strengthen each company’s ability to focus on developing and growing its core businesses.

RGA believes that the transaction will be beneficial to its shareholders because, among other things, it will significantly increase the liquidity and public float of RGA’s common stock by nearly doubling the number of shares held by public shareholders and will provide RGA management with greater flexibility in dealing with the opportunities and challenges specific to its businesses.

MetLife and RGA currently expect that the recapitalization and split-off transaction will be completed in the third quarter of 2008, but the completion of the transaction is subject to certain conditions, including approval by the holders of a majority of the shares of RGA’s common stock (other than those held by MetLife and its subsidiaries) present at a special meeting to be held for such purpose; the tender by MetLife stockholders of a sufficient number of shares of MetLife common stock in the split-off (which minimum tender amount will be determined by

MetLife prior to commencement of the split-off); the receipt of certain regulatory approvals; no withdrawal or adverse change to the IRS ruling that the parties obtained with respect to the transaction; and other customary conditions. Accordingly, there can be no assurance as to when the recapitalization, the split-off or any of the other transactions described above will occur or if they will occur at all.

In connection with the recapitalization, RGA will seek shareholder approval of a series of corporate governance-related changes to its articles of incorporation and ratification of a Section 382 shareholder rights plan. The corporate governance-related changes include limitations on the voting power with respect to directors of a holder of greater than 15% of the outstanding shares of RGA class B common stock if such holder does not hold an equivalent percentage of outstanding shares of RGA class A common stock, restrictions on acquiring RGA common stock if such acquisition would make the holder become a “5% shareholder” (as defined in the Internal Revenue Code) to protect certain tax assets of RGA, and, as described below, provisions relating to the potential conversion of RGA class A common stock and RGA class B common stock into a single class of common stock after the split-off. RGA is concurrently announcing the Section 382 shareholder rights plan in a separate press release.

RGA’s board of directors formed a special committee consisting solely of independent directors to evaluate the recapitalization and related transactions. Upon recommendation of this special committee, RGA’s board of directors has approved the agreement with MetLife and the related transactions, and has resolved to recommend that the RGA shareholders approve such transactions. RGA expects that, following the completion of the transactions, its board of directors will consider submitting to a shareholder vote a proposal to convert the dual-class structure adopted in the recapitalization into a single-class structure. There can be no assurance, however, that RGA’s board of directors will consider proposing a conversion or resolve to submit such a proposal to RGA’s shareholders and, if submitted, that the RGA shareholders would approve such a conversion.

Goldman, Sachs & Co. and Merrill Lynch & Co. acted as financial advisors to MetLife, and Wachtell, Lipton, Rosen & Katz provided legal counsel to MetLife. Morgan Stanley & Co. Incorporated acted as financial advisor to the special committee of RGA’s board of directors, and Bryan Cave LLP and Skadden, Arps, Slate, Meagher & Flom LLP provided legal counsel to the special committee of RGA’s board of directors.

Additional Information and Where to Find It

In connection with MetLife’s proposed divestiture of its stake in RGA, RGA will file with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4, and MetLife will file with the SEC a statement on Schedule TO. **Investors and holders of RGA and MetLife securities are strongly encouraged to read the registration statement(s) and any other relevant documents filed with the SEC, including the preliminary proxy statement/prospectus relating to the recapitalization that will be part of the registration statement, the preliminary prospectus relating to the split-off that will be part of the registration statement, the final proxy statement/prospectus relating to the recapitalization and the final prospectus relating to the split-off and related split-off materials, as well as any amendments and supplements to those documents, because they will contain important information about RGA, MetLife, and the proposed transactions.** The final proxy

statement/prospectus relating to the recapitalization and related transactions will be mailed to shareholders of RGA and the final prospectus relating to the split-off will be mailed to stockholders of MetLife. Investors and security holders will be able to obtain free copies of the registration statement, the proxy statement/prospectus relating to the recapitalization and the prospectus relating to the split-off (when available) as well as other filed documents containing information about MetLife and RGA, without charge, at the SEC's web site (www.sec.gov). Free copies of RGA's filings also may be obtained by directing a request to RGA, Investor Relations, by phone to (636) 736-7243, in writing to Mr. John Hayden, Vice President-Investor Relations, Reinsurance Group of America, Incorporated, 1370 Timberlake Manor Parkway, Chesterfield, Missouri, 63017, or by email to investrelations@rgare.com. Free copies of MetLife's filings may be obtained by directing a request to MetLife, Investor Relations, by phone to (212) 578-2211, in writing to MetLife, Inc., 1 MetLife Plaza, Long Island City, NY 11101, or by email to metir@metlife.com. Neither RGA, MetLife nor any of their respective directors or executive officers or any dealer manager appointed with respect to the exchange offer makes any recommendation as to whether you should participate in the exchange offer.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Such an offer may be made solely by a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Accordingly, neither the proxy solicitation for the recapitalization nor the offer for the outstanding shares of MetLife common stock pursuant to the split-off described in this communication has commenced. At the time that the contemplated split-off is commenced, MetLife will file a statement on Schedule TO with the SEC. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

Participants in the Solicitation

RGA, MetLife and their respective directors and executive officers may be deemed, under SEC rules, to be participants in the solicitation of proxies from RGA's shareholders with respect to the proposed transaction. Information regarding the directors and executive officers of RGA is included in its definitive proxy statement for its 2008 Annual Meeting of Shareholders filed with the SEC on April 9, 2008. Information regarding the directors and officers of MetLife is included in the definitive proxy statement for MetLife's 2008 Annual Meeting of Shareholders filed with the SEC on March 18, 2008. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities holdings or otherwise, will be set forth in the registration statement, the proxy statement/prospectus, the prospectus relating to the split-off and other materials to be filed with the SEC in connection with the proposed transactions.

About RGA

RGA is, through its various operating subsidiaries, among the largest global providers of life reinsurance. RGA has subsidiary companies or offices in Australia, Barbados, Bermuda, Canada, China, France, Germany, Hong Kong, India, Ireland, Italy, Japan, Mexico, Poland, South Africa, South Korea, Spain, Taiwan, the United Kingdom and the United States. Worldwide, RGA has

approximately \$2.2 trillion of life reinsurance in force, and assets of \$21.8 billion. MetLife, Inc. is the beneficial owner of approximately 52% of RGA's outstanding shares.

About MetLife

Celebrating 140 years, MetLife, Inc. is a leading provider of insurance and financial services with operations throughout the United States and the Latin America, Europe and Asia Pacific regions. Through its domestic and international subsidiaries and affiliates, MetLife, Inc. reaches more than 70 million customers around the world and MetLife is the largest life insurer in the United States (based on life insurance in-force). The MetLife companies offer life insurance, annuities, auto and home insurance, retail banking and other financial services to individuals, as well as group insurance, reinsurance and retirement & savings products and services to corporations and other institutions. For more information, please visit www.metlife.com.

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For further information, contact
Jack B. Lay
Senior Executive Vice President
and Chief Financial Officer
(636) 736-7000

FOR IMMEDIATE RELEASE

REINSURANCE GROUP OF AMERICA, INCORPORATED ANNOUNCES
ADOPTION OF SECTION 382 SHAREHOLDER RIGHTS PLAN

ST. LOUIS, June 2, 2008 — Reinsurance Group of America, Incorporated (“RGA”) (NYSE: RGA) today announced the adoption of a Section 382 shareholder rights plan designed to preserve shareholder value and the value of certain tax assets primarily associated with tax net operating loss carryforwards. Net operating loss carryforwards can generally be used to offset future taxable income, and thus reduce U.S. federal income tax obligations, as long as the owner of such net operating losses does not experience an “ownership change” (as defined in Section 382 of the Internal Revenue Code). The Section 382 shareholder rights plan was adopted to reduce the likelihood of this occurring by deterring the acquisition of 5% or more of the value of RGA common stock, except in specified transactions, without the approval of RGA’s board of directors.

Under the Section 382 shareholder rights plan, a dividend of one preferred share purchase right was declared for each outstanding share of RGA common stock. The dividend is payable to the shareholders of record as of the close of business on June 12, 2008. With certain limited exceptions as described below, the rights will become exercisable 10 business days after a person or group acquires, without the approval of RGA’s board of directors, 5% or more (by value) of RGA stock. Each right, when exercised, will entitle the holder (other than the acquiring person) to receive RGA common stock with a market value of twice the exercise price of the rights upon payment of the exercise price of the rights. The percentage ownership determinations made under Section 382 of the Internal Revenue Code differ from traditional beneficial ownership definitions that are based on voting or investment power. For example, the holdings of independently managed mutual funds are generally tested separately, and are not combined for purposes of calculating ownership percentages under the Section 382 shareholder rights plan. Accordingly, the Section 382 shareholder rights plan is not designed to protect against abusive takeover tactics.

RGA shareholders are not required to take any action to receive the rights. Until the rights become exercisable, outstanding stock certificates will represent both shares of RGA common stock and the rights, and the rights will trade only with such shares. The rights will trade with the shares of RGA common stock and will expire if the recapitalization and distribution agreement between RGA and MetLife announced today terminates prior to the completion of the MetLife split-off, as discussed in the next paragraph.

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The Section 382 shareholder rights plan was adopted in connection with the agreement on a transaction whereby MetLife will divest substantially all of its 52% interest in RGA. Under the terms of the agreed transaction, (1) RGA's common stock will be recapitalized into Class A common stock and Class B common stock, and (2) MetLife will conduct a tax-free split-off, in which it will offer RGA Class B common stock to MetLife stockholders in exchange for shares of MetLife common stock.

The Section 382 shareholder rights plan will not apply to shares of RGA common stock acquired in the split-off, or in any subsequent transactions related to the divestiture. Moreover, shareholders who own 5% or more in value of RGA outstanding common stock as of the close of business on June 1, 2008 will not trigger the Section 382 shareholder rights plan so long as they do not acquire any additional shares of RGA common stock. In either case, however, the Section 382 shareholder rights plan does not exempt any subsequent acquisitions of RGA common stock by such persons (other than in another divestiture transaction). In addition, RGA's board of directors may exempt any person or group from being deemed a 5% shareholder for purposes of the Section 382 shareholder rights plan at any time prior to the time the rights are no longer redeemable. There is no guarantee, therefore, that the Section 382 shareholder rights plan will prevent any limitation on RGA's ability to use its tax assets.

RGA's board of directors formed a special committee consisting solely of independent directors to evaluate the implementation of the Section 382 shareholder rights plan and the transactions with MetLife, which were announced today in a separate press release. With the assistance of its legal and financial advisors, the RGA special committee reviewed and approved the Section 382 shareholder rights plan concurrently with the agreement with MetLife. The Section 382 shareholder rights plan will terminate if the recapitalization and distribution agreement between RGA and MetLife is terminated in accordance with its terms prior to the consummation of the recapitalization and split-off.

Additional Information and Where to Find It

In connection with MetLife's proposed divestiture of its stake in RGA, RGA will file with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4, and MetLife will file with the SEC a statement on Schedule TO. **Investors and holders of RGA and MetLife securities are strongly encouraged to read the registration statement(s) and any other relevant documents filed with the SEC, including the preliminary proxy statement/prospectus relating to the recapitalization that will be part of the registration statement, the preliminary prospectus relating to the split-off that will be part of the registration statement, the final proxy statement/prospectus relating to the recapitalization and the final prospectus relating to the split-off and related split-off materials, as well as any amendments and supplements to those documents, because they will contain important information about RGA, MetLife, and the proposed transactions.** The final proxy statement/prospectus relating to the recapitalization and related transactions will be mailed to shareholders of RGA and the final prospectus relating to the split-off will be mailed to stockholders of MetLife. Investors and security holders will be able to obtain free copies of the registration statement, the proxy statement/prospectus relating to the recapitalization and the prospectus relating to the split-off (when available) as well as other filed documents containing information about MetLife and RGA, without charge, at the SEC's web site (www.sec.gov). Free copies of RGA's filings also may be obtained by directing a request to RGA, Investor Relations, by phone to (636) 736-7243, in writing to Mr. John Hayden, Vice President-Investor Relations, Reinsurance Group of America, Incorporated, 1370 Timberlake Manor Parkway, Chesterfield, Missouri, 63017, or by email to investrelations@rgare.com. Free copies of MetLife's filings

may be obtained by directing a request to MetLife, Investor Relations, by phone to (212) 578-2211, in writing to MetLife, Inc., 1 MetLife Plaza, Long Island City, NY 11101, or by email to metir@metlife.com. Neither RGA, MetLife nor any of their respective directors or executive officers or any dealer manager appointed with respect to the exchange offer makes any recommendation as to whether you should participate in the exchange offer.

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Participants in the Solicitation

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About RGA

RGA is, through its various operating subsidiaries, among the largest global providers of life reinsurance. RGA has subsidiary companies or offices in Australia, Barbados, Bermuda, Canada, China, France, Germany, Hong Kong, India, Ireland, Italy, Japan, Mexico, Poland, South Africa, South Korea, Spain, Taiwan, the United Kingdom, and the United States. Worldwide, RGA has approximately \$2.2 trillion of life reinsurance in force, and assets of \$21.8 billion. MetLife, Inc. is the beneficial owner of approximately 52% of RGA's outstanding shares.

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