

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 1, 1998.

Registration No. 333-----

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

MISSOURI

43-1627032

(State or Other Jurisdiction of
Incorporation or Organization)

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

660 Mason Ridge Center Drive, St. Louis, Missouri

63141

(Address of Principal Executive Offices)

(Zip Code)

REINSURANCE GROUP OF AMERICA, INCORPORATED FLEXIBLE STOCK PLAN

(Full Title of the Plan)

JAMES E. SHERMAN, 700 MARKET STREET, ST. LOUIS, MISSOURI 63101

(Name and Address of Agent For Service)

(314) 444-0646

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title Of Each Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Proposed Maximum Offering Fee	Amount of Registration
Common Stock, par value \$.01 per share	341,898	\$49.5625	\$16,945,320		\$4,999
Preferred Stock Purchase Rights	341,898				

Calculated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on April 27, 1998. The maximum offering price per unit and maximum aggregate offering price are calculated solely for the purpose of determining the registration fee.

A registration fee of \$7,574 was paid in connection with the registration of 1,237,500 shares of Common Stock and Preferred Stock Purchase Rights (Registration Statement No. 33-62274) reserved for issuance under the Flexible Stock Plan (as adjusted to give effect to the Registrant's three-for-two stock split effected after the filing of such Registration Statement). This Registration Statement registers an additional 341,898 shares of Common Stock and Preferred Stock Purchase Rights that have become available for issuance under the Flexible Stock Plan since the date of the original Registration Statement.

This Registration Statement also covers such additional shares of Common Stock and Preferred Stock Purchase Rights as may be issuable pursuant to anti-dilution provisions.

Each share of Common Stock issued also represents one Preferred Stock Purchase Right. Preferred Stock Purchase Rights cannot trade separately from the underlying Common Stock and, therefore, do not carry a separate price or necessitate an additional registration fee.

INCORPORATION BY REFERENCE OF PREVIOUS REGISTRATION STATEMENT

The Registrant registered 1,237,500 shares of Common Stock and related Preferred Stock Purchase Rights, which are issuable under the Reinsurance Group of America, Incorporated Flexible Stock Plan (the "Plan"), on a Registration Statement on Form S-8 (No. 33-62274) filed with the Securities and Exchange Commission on May 6, 1993 (the "Original Registration Statement"). (The number of shares originally registered has been adjusted to give effect to the registrant's three-for-two stock split effected in August 1997). This Registration Statement registers an additional 341,898 shares of Common Stock and Preferred Stock Purchase Rights that have become available for issuance since the date of the Original Registration Statement under Section 3.1 of the Plan, which provides for annual automatic increases in the number of shares available under the Plan.

Pursuant to General Instruction E to Form S-8, certain portions of the Original Registration Statement are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-K for the year ended December 31, 1997 filed by the registrant with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "1934 Act").
- (b) The description of the registrant's Common Stock contained in the registrant's Registration Statement on Form 8-A dated April 6, 1993, as amended by Amendment No. 1, filed under the 1934 Act.
- (c) The description of the registrant's Preferred Stock Purchase Rights contained in the registrant's Registration Statement on Form 8-A dated April 6, 1993, as amended by Amendment No. 1, filed under the 1934 Act.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Incorporated by reference to Item 4 of the Original Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the securities registered hereunder is being passed upon by James E. Sherman, General Counsel and Secretary of the registrant, who holds options to purchase 1,266 shares of the registrant's Common Stock, which options were granted pursuant to the Flexible Stock Plan.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Incorporated by reference to Item 6 of the Original Registration Statement.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Index to Exhibits on page II-4.

ITEM 9. UNDERTAKINGS.

Incorporated by reference to Item 9 of the Original Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on April 22, 1998.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ A. Greig Woodring

A. Greig Woodring
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

NAME	TITLE	DATE
/s/ Richard A. Liddy ----- Richard A. Liddy	Chairman of the Board and Director	April 22, 1998
/s/ A. Greig Woodring ----- A. Greig Woodring	President, Chief Executive Officer and Director (Principal Executive Officer)	April 22, 1998
----- J. Cliff Eason	Director	
----- Bernard A. Edison	Director	
/s/ Stuart I. Greenbaum ----- Stuart I. Greenbaum	Director	April 22, 1998
/s/ William A. Peck ----- William A. Peck, M.D.	Director	April 22, 1998
/s/ Leonard M. Rubenstein ----- Leonard M. Rubenstein	Director	April 22, 1998
/s/ Willlliam P. Stiritz ----- William P. Stiritz	Director	April 22, 1998
/s/ Edwin Trusheim ----- Edwin Trusheim	Director	April 22, 1998
/s/ Jack B. Lay ----- Jack B. Lay	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 22, 1998

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
3.1	Restated Articles of Incorporation of Reinsurance Group of America, Incorporated, incorporated by reference to Exhibit 3.1 to Registration Statement on Form S-1 (No. 33-58960) filed March 2, 1993
3.2	Bylaws of RGA, incorporated by reference to Exhibit 3.2 to Registration Statement on Form S-1 (No. 33-58960) filed March 2, 1993
3.3	Form of Certificate of Designations for Series A Junior Participating Preferred Stock (included as Exhibit A to Exhibit 4.2)
4.1	Specimen Certificate for Common Stock, incorporated by reference to Exhibit 4.1 to Amendment No. 1 to Registration Statement on Form S-1 (File No. 33-58960) filed April 14, 1993
4.2	Rights Agreement dated as of May 4, 1993 between Reinsurance Group of America, Incorporated and ChaseMellon Shareholder Services, L.L.C., as Rights Agent, incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Form 10-Q for the quarter ended March 31, 1997 (No. 1-11848) filed May 21, 1997.
5.1	Opinion of Legal Counsel
10.22	Reinsurance Group of America, Incorporated Flexible Stock Plan, as amended and restated effective November 1, 1996, incorporated by reference to Exhibit 10.22 to Form 10-K for the Year Ended December 31, 1996 filed March 24, 1997
23.1	Consent of KPMG Peat Marwick LLP
23.2	Consent of Legal Counsel (included in Exhibit 5.1)

[RGA logo]

660 Mason Ridge Ctr. Dr.
St. Louis, Missouri
63141-8577
Tel: 314-453-7300
<http://www.rgare.com>

April 29, 1998

Board of Directors
Reinsurance Group of America, Incorporated
660 Mason Ridge Center Drive
St. Louis, MO 63141

To the Board of Directors of Reinsurance Group of America, Incorporated:

I am General Counsel and Secretary of Reinsurance Group of America, Incorporated, a Missouri corporation (the "Company"). This opinion is being rendered in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), covering the offering of up to 341,898 shares of the Company's Common Stock, par value \$.01 per share (the "Shares"), and the same number of associated Preferred Stock Purchase Rights (the "Rights") pursuant to the Company's Flexible Stock Plan.

My opinion is limited to the laws of the State of Missouri and the United States and relies as to matters of fact, to the extent I deem proper, on certificates and statements of responsible officers of the Company and public officials.

Based on the foregoing and in reliance thereon, I am of the opinion that the Shares, if sold in accordance with the terms set forth in the Registration Statement, will be legally issued, fully paid and non-assessable, and the Rights, if issued in accordance with the terms set forth in the Registration Statement, will be legally issued, fully paid and non-assessable (subject to the terms and conditions of the Rights as applicable to their exercise).

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ James E. Sherman

James E. Sherman

A SUBSIDIARY OF GENERAL AMERICAN LIFE INSURANCE COMPANY

Independent Auditors' Consent

The Board of Directors
Reinsurance Group of America, Incorporated

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Reinsurance Group of America, Incorporated, with respect to the registration of 341,898 shares of Common Stock, of our reports dated January 29, 1998, relating to the consolidated balance sheets of Reinsurance Group of America, Incorporated and subsidiaries as of December 31, 1997 and 1996, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1997, and all related schedules, which reports are included in the December 31, 1997 annual report on Form 10-K of Reinsurance Group of America, Incorporated.

/s/ KPMG Peat Marwick LLP

KPMG Peat Marwick LLP

St. Louis, Missouri
April 29, 1998