SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

BURNS GAY	2. Date of Event Requiring Stater Month/Day/Yea 08/01/2019	ment	3. Issuer Name and Ticker or Trac <u>REINSURANCE GRO</u> 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) EVP, Chief HR C	UP OF A	r 5. lf (Mor er cify 6. In	Amendment, Da nth/Day/Year) dividual or Joint licable Line) Form filed b	ate of Original Filed /Group Filing (Check y One Reporting Person y More than One
	Fable I - Nor	n-Derivat	ive Securities Beneficial	y Owned			
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	cṫ (D) (Instr	ature of Indirect Beneficial Ownership r. 5)	
Common Stock			7,912	D			
(e.			e Securities Beneficially Ints, options, convertible		s)		
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
					Price of	vative or Indirect	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Derivative Security		
Stock Appreciation Right (right to purchase) 2017			Title	or Number of			
	Exercisable	Date	Title 7 Common Stock	or Number of Shares	Security	(l) (Instr. 5)	
2017 Stock Appreciation Right (right to purchase)	Exercisable 12/31/2017	Date 03/03/2027	Title 7 Common Stock 4 Common Stock	or Number of Shares 2,276	Security	(I) (Instr. 5)	
2017Stock Appreciation Right (right to purchase)2014Stock Appreciation Right (right to purchase)	Exercisable 12/31/2017 12/31/2014	Date 03/03/2027 03/07/2024	Title 7 Common Stock 4 Common Stock 9 Common Stock	or Number of Shares 2,276 2,532	Security 129.8 78.48	(I) (Instr. 5)	
2017Stock Appreciation Right (right to purchase) 2014Stock Appreciation Right (right to purchase) 2019Stock Appreciation Right (right to purchase)	Exercisable 12/31/2017 12/31/2014 12/31/2019	Date 03/03/2027 03/07/2024 03/01/2029	Title 7 Common Stock 4 Common Stock 9 Common Stock 3 Common Stock	or Number of Shares 2,276 2,532 2,729	Security 129.8 78.48 145.25	(I) (Instr. 5) D D D	

Explanation of Responses:

Remarks:

/s/ William L. Hutton

08/05/2019

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, as an officer of Reinsurance Group of America, Incorporated hereby constitutes and appoints John Hayden, Todd C. Larson and William L. Hutton, and each of them singly, with full power to sign for me, and in my name and in the capacity stated below, an application for an Edgar SEC Form ID, Forms 3, 4 and 5 and any other forms concerning beneficial ownership of equity securities in Reinsurance Group of America, Incorporated required under Section 16(a) of the Securities Exchange Act of 1934, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocations, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-infact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4, and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 25th day of July, 2019.

/s/ Gay Burns

Gay Burns