
**UNITED STATES
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
(State or other jurisdiction of
incorporation or organization)

46-1627032
(IRS Employer
Identification No.)

16600 Swingley Ridge Road
Chesterfield, Missouri 63017-1706
(Address of principal executive offices) (Zip code)

Reinsurance Group of America, Incorporated
Amended and Restated Employee Stock Purchase Plan
(Full title of the plan)

My Chi To
Executive Vice President, Chief Legal Officer
& Corporate Secretary
Reinsurance Group of America, Incorporated
16600 Swingley Ridge Road
Chesterfield, Missouri 63017-1706
(Name and address of agent for service)

(636)-736-7000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I, Item 1 and Part I, Item 2 of Form S-8 will be sent or given to participants as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Reinsurance Group of America, Incorporated (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents of the Registrant:

- The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on February 20, 2026 (the “2025 Form 10-K”);
- The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026, filed with the Commission on May 8, 2026;
- The portions of the Registrant’s [Definitive Proxy Statement](#) filed with the Commission on April 9, 2026 that are incorporated by reference into Part III of the 2025 Form 10-K;
- The Registrant’s Current Reports on Form 8-K filed with the Commission on [March 3, 2026](#), [March 19, 2026](#), [March 20, 2026](#), [May 1, 2026](#), and [May 21, 2026](#); and
- The description of the Registrant’s common stock contained in [Exhibit 4.11](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on February 24, 2023, and including any other amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or de-registering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents (other than the portions of those documents not deemed to be filed). Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement.

Item 4. Description of Securities.

The securities to be offered are registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 351.355(1) of the Revised Statutes of Missouri provides that a corporation may indemnify a director, officer, employee or agent of the corporation in any action, suit or proceeding other than an action by or in the right of the corporation, against expenses (including attorneys’ fees), judgments, fines and settlement amounts actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 351.355(2) provides that the corporation may indemnify any such person in any action or suit by or in the right of the corporation against expenses (including attorneys' fees) and settlement amounts actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that he or she may not be indemnified in respect of any claim, issue or matter in which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation, unless and only to the extent authorized by the court. Section 351.355(3) provides that, except as otherwise provided in a corporation's articles of incorporation or by-laws, a corporation shall indemnify any such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she has been successful in defense of such action, suit or proceeding and if such action, suit or proceeding is one for which the corporation may indemnify him or her under Section 351.355(1) or (2). Section 351.355(7) provides that a corporation shall have the power to give any further indemnity to any such person, in addition to the indemnity otherwise authorized under the other subsections of Section 351.355, provided such further indemnity is either (i) authorized, directed or provided for in the articles of incorporation of the corporation or any duly adopted amendment thereof or (ii) is authorized, directed or provided for in any by-law or agreement of the corporation which has been adopted by a vote of the shareholders of the corporation, and provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

As permitted by Section 351.355, the Amended and Restated Articles of Incorporation of the Registrant filed as Exhibit 4.1 to this Registration Statement contain provisions indemnifying its directors, officers, employees and agents in accordance with applicable law. In certain circumstances, the directors and officers are entitled to indemnification to the maximum extent permitted by applicable law. The Registrant has entered into indemnification contracts with the officers and directors of the Registrant. The contracts provide that the Registrant under certain circumstances may self-insure against directors' and officers' liabilities now insured under the policy of insurance referred to below and will provide indemnity to the fullest extent permitted by law against all expenses (including attorneys' fees), judgments, fines and settlement amounts, paid or incurred in any action or proceeding, including any act on behalf of the Registrant, on account of their service as directors or officers of the Registrant, any subsidiary of the Registrant or any other company or enterprise when they are serving in such capacities at the request of the Registrant, excepting only cases where the conduct of such person is adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct.

The Registrant's Amended and Restated Articles of Incorporation limit the liability of the Registrant's directors to the Registrant or any of the Registrant's shareholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted under Missouri law.

The Registrant maintains a policy of insurance under which the directors and officers are insured, subject to the limits of the policy, against certain losses, as defined in the policy, arising from claims made against such directors and officers by reason of any wrongful acts, as defined in the policy, in their respective capacities as directors or officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

**Exhibit
Number**

- | | |
|-------|---|
| 4.1 | Amended and Restated Articles of Incorporation of Reinsurance Group of America, Incorporated (incorporated by reference to Exhibit 3.1(i) to the Registrant's Current Report on Form 8-K, filed with the Commission on May 22, 2020). |
| 4.2 | Amended and Restated Bylaws of Reinsurance Group of America, Incorporated (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 20, 2022). |
| 4.3 | Amended and Restated Reinsurance Group of America, Incorporated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 21, 2026). |
| 5.1* | Legal Opinion of Armstrong Teasdale LLP. |
| 23.1* | Consent of Independent Registered Public Accounting Firm. |
| 23.2* | Consent of Armstrong Teasdale LLP (contained in Exhibit 5.1). |
| 24.1* | Power of Attorney (included in Signature Page). |
| 107* | Filing Fee Table. |

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a) (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) under the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Reinsurance Group of America, Incorporated 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 City of Chesterfield, State of Missouri, on June 16, 2026.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ Axel André

Axel André

Executive Vice President, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Axel André and My Chi To and each of them (with full power to each of them to act alone), his or her true and lawful attorneys in fact and agents, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same, with exhibits and any and all other documents filed with respect thereto, with the Commission (or any other governmental or regulatory authority), granting unto said attorneys, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary or advisable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys in fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen T. O'Hearn</u> Stephen T. O'Hearn	Chair of the Board and Director	June 16, 2026
<u>/s/ Tony Cheng</u> Tony Cheng	President and Chief Executive Officer and Director (Principal Executive Officer)	June 16, 2026
<u>/s/ Pina Albo</u> Pina Albo	Director	June 16, 2026
<u>/s/ Peter Babej</u> Peter Babej	Director	June 16, 2026
<u>/s/ Michele Bang</u> Michele Bang	Director	June 16, 2026
<u>/s/ John J. Gauthier</u> John J. Gauthier	Director	June 16, 2026

Signatures	Title	Date
<hr/> <i>/s/ Patricia L. Guinn</i> Patricia L. Guinn	Director	June 16, 2026
<hr/> <i>/s/ Hazel M. McNeilage</i> Hazel M. McNeilage	Director	June 16, 2026
<hr/> <i>/s/ Alison Rand</i> Alison Rand	Director	June 16, 2026
<hr/> <i>/s/ Shundrawn Thomas</i> Shundrawn Thomas	Director	June 16, 2026
<hr/> <i>/s/ Khanh T. Tran</i> Khanh T. Tran	Director	June 16, 2026
<hr/> <i>/s/ Steven C. Van Wyk</i> Steven C. Van Wyk	Director	June 16, 2026
<hr/> <i>/s/ Axel André</i> Axel André	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 16, 2026



June 16, 2026

Reinsurance Group of America, Incorporated
16600 Swingley Ridge Road
Chesterfield, Missouri 63017

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel in Missouri to Reinsurance Group of America, Incorporated, a Missouri corporation (the “**Company**”), in connection with the Registration Statement on Form S-8 (together with the exhibits thereto, the “**Registration Statement**”) in the form proposed to be filed by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933 (the “**Securities Act**”), relating to the registration of an aggregate of 300,000 shares (such newly registered shares, the “**Shares**”) of the Company’s common stock, par value \$0.01 per share (the “**Common Stock**”), available for future issuance under the Reinsurance Group of America, Incorporated Amended and Restated Employee Stock Purchase Plan (the “**Plan**”).

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the “**Rules and Regulations**”).

In rendering the opinions stated herein, we have examined and relied upon the following:

1. the Registration Statement;
2. the Plan;
3. an executed copy of a certificate of William Rearden, Senior Vice President, Reinsurance & Regulatory Counsel & Assistant Secretary of the Company, dated as of the date hereof (the “**Officer’s Certificate**”);
4. a copy of the Amended and Restated Articles of Incorporation of the Company, as amended, as certified pursuant to the Officer’s Certificate as being true, complete, and correct as of the date hereof (the “**Articles**”);
5. a copy of the Amended and Restated Bylaws of the Company as certified pursuant to the Officer’s Certificate as being true, complete, and correct as of the date hereof (the “**Bylaws**” and together with the Articles, the “**Organizational Documents**”);
6. a copy of (a) the resolutions adopted by the Board of Directors of the Company at a meeting held on March 19, 2026, and (b) the resolutions adopted by the Board of Directors of the Company at a meeting held on April 23, 2026, each as certified pursuant to the Officer’s Certificate as being true, complete, and correct as of the date hereof and as remaining in full force and effect and having not been amended, supplemented, modified, revoked or rescinded as of the date hereof; and

ARMSTRONG TEASDALE LLP | 7700 FORSYTH BLVD., SUITE 1800, ST. LOUIS, MISSOURI 63105 T 314.621.5070 F 314.621.5065 ArmstrongTeasdale.com

7. the good standing certificate issued by the Secretary of State of the State of Missouri with respect to the Company on June 15, 2026.

In connection with this opinion letter, we have examined and relied upon such records, statements, documents, certificates and other instruments of public officials and officers of the Company as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. As to facts material to the opinions expressed herein, we have relied, without independent investigation, upon statements, certificates and representations of officers and other representatives of the Company, public officials and others, including the facts and conclusions set forth in the Officer's Certificate.

In our examination of the foregoing, we have assumed the genuineness of all signatures, including electronic signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system ("EDGAR") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any documents we examined in printed, word processed or similar form have been filed with the Commission on EDGAR or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes. We have assumed that the books and records of the Company are maintained in accordance with proper corporate procedures.

In making our examination of executed documents, we have assumed (i) that the parties thereto, other than the Company to the extent addressed in the opinions below, had the power, corporate or other, to enter into and perform all obligations thereunder, (ii) that the parties thereto are duly organized and validly existing, (iii) the due authorization of the execution, delivery and performance of such documents by all requisite action, corporate or other, by such parties, (iv) the due execution and delivery by such parties of such documents by authorized signatories, and (v) the enforceability, validity and binding effect of such documents on such parties.

In rendering the opinions stated herein, we have also assumed that (i) the Shares will be issued in book-entry form and an appropriate account statement evidencing the Shares credited to a recipient's account maintained with the Company's transfer agent and registrar will be issued by the Company's transfer agent and registrar; (ii) the issuance of the Shares will be properly recorded in the books and records of the Company; (iii) the subscription agreement and/or other documentation pursuant to which participation, purchase rights and Shares will be granted pursuant to the Plan (each, a "**Subscription Document**") will be consistent with the Plan; (iv) each Subscription Document will be duly authorized, validly executed and delivered by the parties thereto; (v) the consideration received by the Company for each of the Shares issued pursuant to the Plan shall not be less than the per share par value of the Shares; (vi) the Company's authorized capital stock is as set forth in the Articles, and we have relied solely on the copy thereof certified pursuant to the Officer's Certificate and have not made any other inquiries or investigations; (vii) the Company will continue to have sufficient authorized shares of Common Stock; (viii) the issuance of the Shares does not and will not conflict with or constitute a violation of, or a breach under, or require the consent, approval or authorization of or any filing with any third party (including any United States federal or any state governmental authority) under (A) any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Organizational Documents) or (B) any United States federal or state law, rule or regulation, other than the filing and effectiveness of the Registration Statement (except that we do not make this assumption with respect to The General and Business Corporation Law of Missouri (the "**GBCL**")); and (ix) at all applicable times, the Company was and will be duly formed, validly existing and in good standing, with the requisite legal status and legal capacity under the laws of the jurisdiction of its organization.

ARMSTRONG TEASDALE LLP

Our opinions set forth herein are limited to the GBCL. We do not express any opinion (i) with respect to any law other than the GBCL, (ii) as to the effect of any other law on any opinion herein stated, or (iii) as to the securities or "blue sky" laws of any jurisdiction. The opinions expressed in this opinion letter are strictly limited to the matters stated in this opinion letter, and no other opinions are to be implied.

Based upon and relying on the foregoing and subject to the qualifications, assumptions and limitations set forth herein, as of the date hereof, we are of the opinion that (i) the Shares have been duly authorized by all requisite corporate action on the part of the Company under the GBCL, and (ii) when (A) the Registration Statement, as finally amended, becomes effective under the Securities Act, (B) the Shares are duly issued in accordance with the terms and conditions of the Plan, the Organizational Documents (as they may be amended from time to time), and the applicable Subscription Documents, and (C) the Company has received consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. Our opinions are limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. Our opinions are expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Armstrong Teasdale LLP

Armstrong Teasdale LLP

ARMSTRONG TEASDALE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 20, 2026, relating to the financial statements and financial statement schedules of Reinsurance Group of America, Incorporated and the effectiveness of Reinsurance Group of America, Incorporated's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Reinsurance Group of America, Incorporated for the year ended December 31, 2025.

/s/ Deloitte and Touche

Saint Louis, Missouri

June 16, 2026

