

**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): December 21, 2021

**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
(IRS Employer
Identification No.)

16600 Swingley Ridge Road, Chesterfield, Missouri 63017
(Address of Principal Executive Offices, and Zip Code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	RGA	New York Stock Exchange
6.20% Fixed-To-Floating Rate Subordinated Debentures due 2042	RZA	New York Stock Exchange
5.75% Fixed-To-Floating Rate Subordinated Debentures due 2056	RZB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter):

- 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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 21, 2021 the Board of Directors (the “Board”) of Reinsurance Group of America, Incorporated (the “Company”) appointed George Nichols to the Board, effective as of January 1, 2022. Mr. Nichols will serve for a term of office ending at the Company’s 2022 annual meeting of shareholders, or until his successor is duly elected and qualified. As of January 1, 2022, the addition of Mr. Nichols increases the size of the Board to thirteen directors, which also reflects the anticipated retirement of Frederick Sievert from the Board on December 31, 2021 pursuant to the mandatory retirement provisions of the Company’s Corporate Governance Guidelines.

Mr. Nichols, 60, is the President and Chief Executive Officer of The American College of Financial Services, the nation’s largest nonprofit educational institution devoted to financial services. Prior to serving in this role, Mr. Nichols spent 17 years at New York Life holding positions in sales, strategic initiatives, and public policy. While at New York Life, he served as executive vice president in the Office of Governmental Affairs and was named to the company’s Executive Management Committee, a group of senior executives tasked with assisting the CEO in setting company policy. Prior to joining New York Life, Mr. Nichols was insurance commissioner for the state of Kentucky, leading the regulation of the state’s \$10 billion insurance industry.

The Company is not aware of any transactions, proposed transactions, or series of either to which the Company or any of its subsidiaries was or is to be a participant since January 1, 2020, in which the amount involved exceeds \$120,000 and in which Mr. Nichols had, or will have, a direct or indirect material interest.

There are no arrangements or understandings between Mr. Nichols and any other person pursuant to which he was elected as a director. Mr. Nichols will participate in the non-employee director compensation arrangements established by the Company for non-employee directors, as described under “Board of Directors—Director Compensation” in the Company’s proxy statement dated April 8, 2021 for its annual meeting of shareholders. Mr. Nichols has not yet been named to any committees of the Board.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release (the “Press Release”) announcing the appointment of Mr. Nichols to the Board, a copy of which is furnished with this report as Exhibit 99.1. The information set forth in this Item 7.01, including the Press Release, is being furnished and shall not be deemed to be “filed”, as described in Instruction B.2 of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of Reinsurance Group of America, Incorporated dated December 21, 2021
104	Cover page interactive data file (formatted as inline XBRL).

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: December 21, 2021

By: /s/ Todd C. Larson
Todd C. Larson
Senior Executive Vice President and Chief Financial Officer

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



REINSURANCE GROUP OF AMERICA ELECTS NEW MEMBER TO BOARD OF DIRECTORS

ST. LOUIS, DECEMBER 21, 2021 – Reinsurance Group of America, Incorporated (NYSE: RGA) a leading global life and health reinsurer, today announced the election of George Nichols III to its Board of Directors. Mr. Nichols will begin his service on January 1, 2022.

“George is an exciting addition to the RGA Board with a distinguished career of executive leadership and professional service in the insurance industry,” said Anna Manning, President and Chief Executive Officer, RGA. “His breadth and depth of expertise in insurance and financial services regulation, distribution, and professional education will serve the Board well as we seek to capitalize on the many growth opportunities in front of us.”

“As an accomplished leader, George is deeply committed to advancing the insurance and financial services industry,” said J. Cliff Eason, Chair of the Board of Directors. “He is a trailblazer, and the RGA Board is fortunate to have his perspective and experience, which will provide tremendous value to our work.”

Mr. Nichols is the current President and CEO of The American College of Financial Services, the nation’s largest nonprofit educational institution devoted to financial education for financial professionals, executive corporate and nonprofit leaders, and consumers. Prior to serving in this role, Mr. Nichols spent 17 years at New York Life holding positions in sales, strategic initiatives, and public policy. While at New York Life, he served as executive vice president in the Office of Governmental Affairs and was named to the company’s Executive Management Committee, a group of senior executives tasked with assisting the CEO in setting company policy.

Prior to joining New York Life, Mr. Nichols was insurance commissioner for the state of Kentucky, leading the regulation of the state’s \$10 billion insurance industry. Mr. Nichols was Kentucky’s first Black insurance commissioner as well as the first Black president of the National Association of Insurance Commissioners and the first Black person elected to New York Life’s Executive Management Committee.

Mr. Nichols was named to the list of “Most Influential Blacks in Corporate America” from Savoy in 2012, 2018, and 2021. He also was named to Forbes’ inaugural 2021 edition of “The Culture 50 Champions,” and as one of “The Ten to Watch in 2021” by WealthManagement.com. Mr. Nichols was also the recipient of the inaugural Alonzo Herndon Award from Business Insurance in 2021.

Mr. Nichols received his Associate’s degree from Alice Lloyd College before earning his Bachelor’s degree from Western Kentucky University. He began his career in financial services after receiving his Master’s Degree from the University of Louisville.

About RGA

Reinsurance Group of America, Incorporated (RGA), a Fortune 500 company, is among the leading global providers of life reinsurance and financial solutions, with approximately \$3.5 trillion of life reinsurance in force and assets of \$91.4 billion as of September 30, 2021. Founded in 1973, RGA is recognized for its deep technical expertise in risk and capital management, innovative solutions, and commitment to serving its clients. With headquarters in St. Louis, Missouri, and operations around the world, RGA delivers expert solutions in individual life reinsurance, individual living benefits reinsurance, group reinsurance, health reinsurance, facultative underwriting, product development, and financial solutions. To learn more about RGA and its businesses, visit the company's website at www.rgare.com.

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