
**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)	43-1627032 (I.R.S. Employer Identification No.)
1370 Timberlake Manor Parkway Chesterfield, Missouri (Address of Principal Executive Offices)	63017-6039 (Zip Code)

Reinsurance Group of America, Incorporated Flexible Stock Plan
Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors
Phantom Stock Plan for Directors of Reinsurance Group of America, Incorporated
(Full title of the plans)

Copy to:

Jack B. Lay
Senior Executive Vice President and Chief Financial Officer
Reinsurance Group of America, Incorporated
1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039
(636) 736-7000
(Name, address and telephone number of agent
for service)

R. Randall Wang, Esq.
Bryan Cave LLP
211 North Broadway, Suite 3600
St. Louis, Missouri 63102-2750
(314) 259-2000

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee ⁽²⁾
Class A Common Stock, par value \$0.01 per share ⁽⁴⁾	5,992,222 shares ⁽³⁾	\$45.5019	\$272,637,486.23	\$10,715.44

- (1) This Registration Statement also covers such additional shares of Class A Common Stock of the Registrant as may be issuable pursuant to anti-dilution provisions of the Reinsurance Group of America Flexible Stock Plan, the Flexible Stock Plan for Directors and the Phantom Stock Plan for Directors (collectively, the "Plans"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A Common Stock that become issuable under the Plans covered hereby by reason of any stock split, stock dividend or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933 and based upon: (a) with respect to 2,886,374 shares, the weighted average of the exercise price for certain outstanding stock options and stock appreciation rights granted under the Plans, and (b) with respect to the remaining 3,105,848 shares, the average of the high and low reported market prices of the Registrant's Common Stock on September 8, 2008, as reported on the New York Stock Exchange. Because there was no trading market for the Registrant's Class A Common Stock, the Registrant's Common Stock is believed to be the most appropriate measure of the value of the Registrant's Class A Common Stock.
- (3) Represents the number of outstanding shares subject to existing options and other awards plus the number of shares authorized and reserved for future awards under the Flexible Stock Plan (5,808,416 shares), the Flexible Stock Plan for Directors (128,135 shares) and the Phantom Stock Plan (55,671 shares), including an additional 3,000,000 shares that have become available under the Flexible Stock Plan.
- (4) Each share of the Registrant's Class A Common Stock issued also represents one Series A-1 preferred stock purchase right. Series A-1 preferred stock purchase rights currently cannot trade separately from the underlying Class A Common Stock and, therefore, do not carry a separate price or necessitate an additional registration fee.

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

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plans as specified in Rule 428(b) (1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions to Part I, those documents are not filed with the Securities and Exchange Commission (the "Commission") as part of this Registration Statement or a prospectus under Rule 424 of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Reinsurance Group of America, Incorporated (the "Registrant") with the Commission are hereby incorporated by reference:

- (a) the Registrant's Annual Report filed on Form 10-K for the fiscal year ended December 31, 2007 (File No. 001-11848);
- (b) the Registrant's Quarterly Reports filed on Form 10-Q for the quarterly periods ended March 31, 2008 and June 30, 2008 (File No. 001-11848);
- (c) the Registrant's Current Reports on Form 8-K filed April 17, 2008, June 2, 2008, June 5, 2008, July 21, 2008, August 11, 2008, September 5, 2008 and September 12, 2008 (other than the portions of those documents not deemed to be filed) (File No. 001-11848); and
- (d) the description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on Form 8-A dated July 17, 2008, as amended on Form 8-A/A dated August 4, 2008, registering the Registrant's Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any other amendments or reports filed for the purpose of updating such description; and
- (e) the Registrant's Registration Statement on Form 8-A dated July 17, 2008, as amended on Form 8-A/A dated August 4, 2008, registering the Registrant's Series A-1 preferred stock purchase rights under Section 12(b) of the Exchange Act, including any other amendments or reports filed for the purpose of updating such description

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange 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 made a part hereof from the date of filing such documents (but this shall not include any information that is merely furnished to the Commission). 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 by reference herein 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. Interest of named Experts and Counsel.

William L. Hutton, Esq., Senior Vice President and Associate General Counsel of the Registrant, has rendered an opinion as to the legality of the Registrant's Class A Common Stock being registered hereby. Mr. Hutton is paid a salary and bonus by the Registrant, participates in certain of the Registrant's employee benefit plans, owns shares of Class A Common Stock and holds options to acquire shares of Class A Common Stock.

Item 6. Indemnification of Officers and Directors.

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 in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action, had no reasonable cause to believe his 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 attorney's fees) and settlement amounts actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that he may not be indemnified in respect of any matter in which he has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation, unless authorized by the court. Section 351.355(3) provides that a corporation may indemnify any such person against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the action, suit or proceeding if he 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 under Section 351.355(1) or (2). Section 351.355(7) provides that a corporation will have the power to give any further indemnity to any such person, in addition to the indemnity otherwise authorized under 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 bylaw or agreement of the corporation which has been adopted by a vote of the stockholders of the corporation, provided that no such indemnity will 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.

The Amended and Restated Articles of Incorporation of the Registrant contain provisions indemnifying its directors, officers, employees and agents to the extent authorized specifically by Sections 351.355(1), (2), (3) and (7). The Registrant has entered into indemnification contracts with its officers and directors. 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,

finances 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 Amended and Restated Articles of Incorporation of the Registrant limit the liability of its directors to the Registrant or any of its 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 of the Registrant 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 and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement, which Index is incorporated herein by reference.

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 of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(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 Paragraphs (a)(1)(i) and (a)(1)(ii) of this section 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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.

(4) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

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 City of Chesterfield, State of Missouri, on this 15th day of September, 2008.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ Jack B. Lay
Jack B. Lay
Senior Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jack B. Lay, James E. Sherman, and William L. Hutton, or any of them, his attorneys-in-fact and agents, each with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in connection with this Registration Statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that either of said attorneys-in-fact and agents, or his substitute or substitutes, 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ A. Greig Woodring</u> A. Greig Woodring	President, Chief Executive Officer and Director (Principal Executive Officer)	September 15, 2008
<u>/s/ William J. Bartlett</u> William J. Bartlett	Director	September 15, 2008
<u>/s/ J. Cliff Eason</u> J. Cliff Eason	Director	September 15, 2008
<u>/s/ Stuart I. Greenbaum</u> Stuart I. Greenbaum	Director	September 15, 2008
<u>/s/ Alan C. Henderson</u> Alan C. Henderson	Director	September 15, 2008
<u>/s/ Jack B. Lay</u> Jack B. Lay	Senior Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 15, 2008

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Amended and Restated Articles of Incorporation of the Registrant, incorporated by reference to Exhibit 3.1 of RGA's Current Report on Form 8-K filed September 12, 2008
4.2	Amended and Restated Bylaws of RGA, incorporated by reference to Exhibit 3.2 of RGA's Current Report on Form 8-K filed September 12, 2008
4.3	Amended and Restated Section 382 Rights Agreement between RGA and Mellon Investor Services, LLC (which includes the form of Amended and Restated Certificate of Designation, Preferences and Rights of Series A-1 Junior Participating Preferred Stock as Exhibit A-1, the form of Certificate of Designation, Preferences and Rights of Series B-1 Junior Participating Preferred Stock as Exhibit A-2, the form of Right Certificate for Class A Rights as Exhibit B-1 and the Form of Right Certificate for Class B Rights as Exhibit B-2) (incorporated by reference to Exhibit 4.1 to RGA's Current Report on Form 8-K filed September 12, 2008)
5.1*	Opinion of William L. Hutton, Esq.
10.1	RGA Flexible Stock Plan as amended and restated effective July 1, 1998, incorporated by reference to Exhibit 10.12 to Form 10-K for the period ended December 31, 2003 (File No. 1-11848), filed on March 12, 2004
10.2	Amendment effective as of May 24, 2000 to the RGA Flexible Stock Plan, as amended and restated July 1, 1998, incorporated by reference to Exhibit 10.13 to Form 10-K for the period ended December 31, 2003 (File No. 1-11848), filed on March 12, 2004
10.3	Second Amendment effective as of May 28, 2003 to the RGA Flexible Stock Plan, as amended and restated July 1, 1998, incorporated by reference to Exhibit 10.14 to Form 10-K for the period ended December 31, 2003 (File No. 1-11848), filed on March 12, 2004
10.4	Third Amendment effective as of May 26, 2004 to the RGA Flexible Stock Plan as amended and restated July 1, 1998, incorporated by reference to Exhibit 10.1 to Form 10-Q for the period ended June 30, 2004 (File No. 1-11848), filed on August 6, 2004
10.5	Fourth Amendment effective as of May 23, 2007 to the RGA Flexible Stock Plan, as amended and restated July 1, 1998, incorporated by reference to Exhibit 10.6 to Form 8-K dated and filed July 21, 2008 (File No. 1-11848)
10.6	Fifth Amendment effective as of May 21, 2008 to the RGA Flexible Stock Plan, as amended and restated July 1, 1998, incorporated by reference to Exhibit 10.7 to Form 8-K dated and filed July 21, 2008 (File No. 1-11848)
10.7	Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors, as amended and restated effective May 28, 2003 (incorporated by reference to the appendix to the Registrant's Proxy Statement on Schedule 14A for the annual meeting of shareholders on May 28, 2003, filed with the Securities and Exchange Commission on April 10, 2003) (File No. 001-11848)
10.8	Phantom Stock Plan for Directors of Reinsurance Group of America, Incorporated, as amended and restated (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8, filed with the Securities and Exchange Commission on October 5, 2004 (File No. 333-119544))
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of William L. Hutton, Esq. (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)

* filed herewith

Reinsurance Group of America, Incorporated

1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039
Telephone: (636) 736-7000

September 15, 2008

Board of Directors
Reinsurance Group of America, Incorporated
1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039

Re: Reinsurance Group of America, Incorporated - Registration Statement on Form S-8

Ladies and Gentlemen:

As Senior Vice President and Associate General Counsel of Reinsurance Group of America, Incorporated (the "Company"), I am familiar with the registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") in connection with the registration under the Act of an aggregate of 5,992,222 shares of Class A Common Stock, par value \$0.01 per share, of the Company (collectively, the "Shares") issuable under the Reinsurance Group of America, Incorporated Flexible Stock Plan, the Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors and the Phantom Stock Plan for Directors of Reinsurance Group of America, Incorporated (each, a "Plan" and collectively, the "Plans").

In connection with the preparation of the Registration Statement, I have made certain legal and factual examinations and inquiries and examined, among other things, such documents, records, instruments, agreements, certificates and matters as I have considered appropriate and necessary for the rendering of this opinion. I have assumed for the purpose of this opinion the authenticity of all documents submitted to me as originals and the conformity with the originals of all documents submitted to me as copies, and the genuineness of the signatures thereon.

Based on the foregoing and in reliance thereon and upon my review of applicable statutes and case law, it is my opinion that: (i) the Shares have been duly authorized and (ii) the Shares, after the Registration Statement becomes effective and after any post-effective amendment required by law is duly completed, filed and becomes effective, and when the applicable provisions of "Blue Sky" and other state securities laws shall have been complied with, and when the Shares are issued and sold in accordance with the respective Plan and the Form S-8 prospectus to be delivered to participants of the Plan, will be validly issued, fully paid and non-assessable.

I hereby consent to the inclusion of my opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

This opinion is rendered solely for your benefit in accordance with the subject transaction and is not to be otherwise used, circulated, quoted or referred to without my prior written consent. I am opining herein as to the effect on the subject transaction only of United States federal law and the internal (and not the conflict of law) laws of the State of Missouri, and I assume no responsibility as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

Very truly yours,

/s/ William L. Hutton

William L. Hutton
Senior Vice President and
Associate General Counsel

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 28, 2008, relating to (1) the consolidated financial statements and financial statement schedules of Reinsurance Group of America, Incorporated (which report expresses an unqualified opinion and includes an explanatory paragraph regarding changes in accounting for income taxes and defined benefit pension and other postretirement plans as required by accounting guidance which was adopted on January 1, 2007 and December 31, 2006, respectively) and (2) 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, 2007, which are incorporated by reference, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
September 12, 2008