SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
PORTER JONATHAN
(Last) (First) (Middle)
16600 SWINGLEY RIDGE RD.
(Street)
CHESTERFIELD MO 63017
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
REINSURANCE GROUP OF AMERICA INC [RGA]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
☑ Officer (give title below)
Other (specify below)
EVP, Global Chief Risk Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	08/11/2026		M		2,264	A	$145.25	17,149	D	
Common stock	08/11/2026		F		1,345[(1)]	D	$244.65	15,804	D	
Common stock	08/11/2026		M		5,707	A	$117.85	21,511	D	
Common stock	08/11/2026		F		2,750[(2)]	D	$244.65	18,761	D	
Common stock	08/11/2026		M		2,437	A	$129.01	21,198	D	
Common stock	08/11/2026		F		1,286[(3)]	D	$244.65	19,912	D	
Common stock	08/11/2026		M		4,332	A	$106.53	24,244	D	
Common stock	08/11/2026		F		1,887[(4)]	D	$244.65	22,357	D	
Common stock	08/11/2026		M		2,571	A	$138.34	24,928	D	
Common stock	08/11/2026		F		1,454[(5)]	D	$244.65	23,474	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Options 2019	$145.25	08/11/2026		M			2,264	(6)	03/01/2029	Common stock	2,264	$0	0	D	
Non-Qualified Stock Option - 2020	$117.85	08/11/2026		M			5,707	(7)	03/06/2030	Common stock	5,707	$0	0	D	
Non-Qualified Stock Option - 2021	$129.01	08/11/2026		M			2,437	(8)	03/11/2031	Common stock	2,437	$0	0	D	
Net Settled Options - 2022	$106.53	08/11/2026		M			4,332	(9)	03/22/2032	Common stock	4,332	$0	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Net Settled Options - 2023	$138.34	08/11/2026		M			2,571	(10)	03/09/2033	Common stock	2,571	$0	857	D	

Explanation of Responses:

1. Represents the gross number of shares received (2,264), less shares withheld to satisfy conversion price (1,345), resulting in a net settlement of 919 shares.
2. Represents the gross number of shares received (5,707), less shares withheld to satisfy conversion price (2,750), resulting in a net settlement of 2,957 shares.
3. Represents the gross number of shares received (2,437), less shares withheld to satisfy conversion price (1,286), resulting in a net settlement of 1,151 shares.
4. Represents the gross number of shares received (4,332), less shares withheld to satisfy conversion price (1,887), resulting in a net settlement of 2,445 shares.
5. Represents the gross number of shares received (2,571), less shares withheld to satisfy conversion price (1,454), resulting in a net settlement of 1,117 shares.
6. Non-Qualified Stock Option grants on March 1, 2019 vest in 25% increments on each of December 31, 2019, 2020, 2021 and 2022.
7. Non-Qualified Stock Option grants on March 6, 2020 vest in 25% increments on each of December 31, 2020, 2021, 2022 and 2023.
8. Non-qualified stock option grants on March 11, 2021 vest in 25% increments on each of December 31, 2021, 2022, 2023 and 2024.
9. Net settled options grants (Canada) on March 22, 2022 vest in 25% increments on each of December 31, 2022, 2023, 2024 and 2025.
10. Net settled options grants (Canada) on March 9, 2023 vest in 25% increments on each of December 31, 2023, 2024, 2025 and 2026.

Remarks:

/s/ My Chi To, by Power of Attorney	08/13/2026
** Signature of Reporting Person	Date

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 4 (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.

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