
**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): March 1, 2011

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Missouri
(State or other jurisdiction of
incorporation)

1-11848
(Commission
File Number)

43-1627032
(IRS Employer
Identification Number)

**1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017**
(Address of principal executive offices)

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))
-
-

Item 7.01 Regulation FD Disclosure.

On March 1, 2011, the Company announced in a press release the successful remarketing of the preferred securities underlying its PIERS Units. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 and the exhibit attached hereto will not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor will such information or exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index.

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: March 1, 2011

By: /s/ Todd Larson
Todd Larson
Executive Vice President, Treasurer &
Corporate Finance

EXHIBIT INDEX

99.1 Press release regarding the successful remarketing of the preferred securities underlying PIERS Units dated March 1, 2011.



For further information, contact
John W. Hayden
Senior Vice President, Controller and
Investor Relations
(636) 736-7000

FOR IMMEDIATE RELEASE

**REINSURANCE GROUP OF AMERICA, INCORPORATED ANNOUNCES
SUCCESSFUL REMARKETING OF PREFERRED SECURITIES
UNDERLYING ITS PIERS UNITS**

ST. LOUIS, March 1, 2011 — Reinsurance Group of America, Incorporated (“RGA”) (NYSE: RGA) announced today the successful remarketing of approximately 4.5 million preferred securities with an aggregate principal amount of approximately \$158.2 million that were initially issued as a component of its Trust Preferred Income Equity Redeemable Securities (“PIERS Units”).

When issued, each PIERS Unit initially consisted of (1) a preferred security issued by RGA Capital Trust I, with an annual distribution rate of 5.75 percent and stated maturity of March 18, 2051, and (2) a warrant to purchase at any time prior to December 15, 2050, 1.2508 shares of RGA common stock.

Barclays Capital is acting as the remarketing agent. As a result of the remarketing, the remarketed preferred securities will have an accreted value of \$35.44 per security, which will remain fixed until maturity, with a fixed annual distribution rate of 2.375 percent payable on March 15, 2011 and June 6, 2011. The remarketed preferred securities will mature on June 5, 2011 and the accreted value will be payable on June 6, 2011, the next business day.

The remarketing is scheduled to close on March 4, 2011, subject to customary conditions. The proceeds from the remarketing will be paid to the selling holders, unless holders have timely elected to exercise their warrants in lieu of mandatory redemption scheduled to take place on March 4, 2011, in which case the proceeds will be applied on behalf of such selling holders to satisfy in full the exercise price of the warrants. Preferred securities of holders who have timely elected to opt out of the remarketing will automatically adjust to match the terms of the remarketed preferred securities. RGA will not directly receive any proceeds from the remarketing.

The remarketed trust preferred securities are registered under RGA’s registration statement on Form S-3 and covered by a preliminary prospectus supplement dated March 1, 2011, and related prospectus dated February 15, 2011, copies of which may be obtained from Barclays Capital Inc., c/o Broadridge Integrated Distribution Services, 1155 Long Island Avenue, New York, NY 11717 or by telephone at 888-603-5847 or e-mail at barclaysprospectus@broadridge.com.

- more -

Add One

Before you invest, you should read the prospectus and the prospectus supplement, the registration statement and other documents that RGA has filed with the Securities and Exchange Commission for more complete information about RGA and this offering. Investors may also obtain these documents for free by visiting the EDGAR system on the SEC's website at www.sec.gov or from the remarketing agent with your request.

This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such states.

About RGA

Reinsurance Group of America, Incorporated is among the largest global providers of life reinsurance, with subsidiary companies or offices in Australia, Barbados, Bermuda, Canada, China, France, Germany, Hong Kong, India, Ireland, Italy, Japan, Mexico, the Netherlands, Poland, South Africa, South Korea, Spain, Taiwan, the United Kingdom and the United States. At December 31, 2010, the company had approximately \$2.5 trillion of worldwide life reinsurance in force and assets of \$29.1 billion.

###