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*
HERRMANN RONALD
(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)
Executive Vice President

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		2,577	A	$129.01	6,515	D	
Common stock	08/11/2026		F		1,889(1)	D	$244.65	4,626	D	
Common stock	08/11/2026		M		3,098	A	$138.34	7,724	D	
Common stock	08/11/2026		F		2,337(2)	D	$244.65	5,387	D	
Common stock	08/11/2026		M		3,311	A	$185.28	8,698	D	
Common stock	08/11/2026		F		2,857(3)	D	$244.65	5,841	D	
Common stock	08/11/2026		M		1,816	A	$193	7,657	D	
Common stock	08/11/2026		F		1,600(4)	D	$244.65	6,057	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				
Stock Appreciation Right (right to purchase) 2021	$129.01	08/11/2026		M			2,577	(5)	03/11/2031	Common stock	2,577	$0	0	D	
Stock Appreciation Right (right to purchase) 2023	$138.34	08/11/2026		M			3,098	(6)	03/09/2033	Common stock	3,098	$0	1,033	D	
Stock Appreciation Right (right to purchase) 2024	$185.28	08/11/2026		M			3,311	(7)	03/15/2034	Common stock	3,311	$0	1,656	D	
Stock Appreciation Right (right to purchase) 2025	$193	08/11/2026		M			1,816	(8)	03/06/2035	Common Stock	1,816	$0	3,632	D	

Explanation of Responses:

1. Represents the gross number of shares received (2,577), less shares withheld to satisfy conversion price and tax withholding obligations (1,889), resulting in a net settlement of 688 shares.
2. Represents the gross number of shares received (3,098), less shares withheld to satisfy conversion price and tax withholding obligations (2,337), resulting in a net settlement of 761 shares.
3. Represents the gross number of shares received (3,311), less shares withheld to satisfy conversion price and tax withholding obligations (2,857), resulting in a net settlement of 454 shares.
4. Represents the gross number of shares received (1,816), less shares withheld to satisfy conversion price and tax withholding obligations (1,600), resulting in a net settlement of 216 shares.

5. Stock appreciation rights granted on March 11, 2021, settle in common stock and vest in four equal annual installments of 25%, on each of December 31, 2021, 2022, 2023 and 2024.

6. Stock appreciation rights granted on March 9, 2023, settle in common stock and vest in four equal annual installments of 25%, on December 31, 2023, 2024, 2025 and 2026.

7. Stock appreciation rights granted on March 15, 2024, settle in common stock, vest in 33 and 1/3% increments over three years, and fully vest on December 31, 2026.

8. Stock appreciation rights granted on March 6, 2025, settle in common stock, vest in 33 and 1/3% increments over three years, and fully vest on December 31, 2027.

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.