

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Wainwright Simon</u> (Last) (First) (Middle) 16600 SWINGLEY RIDGE ROAD (Street) CHESTERFIELD MO 63017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/16/2024	3. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA INC [RGA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Head of EMEA	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/10/2024
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Right (right to purchase) 2014	(1)	03/07/2024	Common Stock	2,233	78.48	D	
Stock Appreciation Right (right to purchase) 2015	(1)	03/06/2025	Common Stock	2,370	90.06	D	
Stock Appreciation Right (right to purchase) 2016	(1)	03/04/2026	Common Stock	2,671	93.53	D	
Stock Appreciation Right (right to purchase) 2017	(1)	03/03/2027	Common Stock	1,818	129.72	D	
Stock Appreciation Right (right to purchase) 2018	(1)	03/02/2028	Common Stock	1,623	150.87	D	
Stock Appreciation Right (right to purchase) 2019	(1)	03/01/2029	Common Stock	1,969	145.25	D	
Stock Appreciation Right (right to purchase) 2020	(1)	03/06/2030	Common Stock	4,044	117.85	D	
Stock Appreciation Right (right to purchase) 2021	(1)	03/11/2031	Common Stock	1,731	129.01	D	
Stock Appreciation Right (right to purchase) 2022	(1)	03/22/2032	Common Stock	2,635	106.53	D	
Stock Appreciation Right (right to purchase) 2023	(1)	03/09/2033	Common Stock	1,407	138.34	D	
Restricted Share Unit - March 2021	12/31/2023	(2)	Common Stock	469	129.01	D	
Restricted Share Unit - March 2022	12/31/2024	(3)	Common Stock	756	106.53	D	
Restricted Share Unit - March 2023	12/31/2025	(4)	Common Stock	480	138.34	D	

Explanation of Responses:

1. SARs grants vest in 25% increments over four years, starting on December 31 of the year of grant.
2. Restricted share units granted on March 11, 2021, fully vest on December 31, 2023.
3. Restricted share units granted on March 22, 2022, fully vest on December 31, 2024.
4. Restricted share units granted on March 9, 2023, fully vest on December 31, 2025.

Remarks:

/s/ William L. Hutton, by
Power of Attorney

01/16/2024

** 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 5 (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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