

REINSURANCE GROUP OF AMERICA INC

Form 8-K

January 09, 2009

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**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): January 8, 2009
REINSURANCE GROUP OF AMERICA, INCORPORATED
(Exact Name of Registrant as specified in Charter)**

| | | |
|---|-------------------------------------|---|
| Missouri (State or other jurisdiction of incorporation) | 1-11848 (Commission File Number) | 43-1627032 (I.R.S. Employer Identification No.) |
|---|-------------------------------------|---|

1370 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MISSOURI 63017
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (636) 736-7000

(Former name or former address, if changed since last report.)

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))
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Item 9.01. Financial Statements and Exhibits.

SIGNATURES

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following Exhibit is incorporated by reference into the Registration Statement on Form S-3ASR (SEC File Nos. 333-156052, 333-156052-01 and 333-156052-02) filed with the SEC on December 10, 2008, as an exhibit thereto and is filed as part of this Current Report.

Exhibit 8.1 Opinion of Bryan Cave LLP

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SIGNATURES

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 thereunto duly authorized.

Reinsurance Group of America, Incorporated

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

Date: January 8, 2009

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EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---------------------------|
| 8.1 | Opinion of Bryan Cave LLP |