

GENWORTH FINANCIAL INC  
Form S-8  
August 20, 2010

As filed with the Securities and Exchange Commission on August 20, 2010.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**GENWORTH FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

6620 West Broad Street

33-1073076  
(I.R.S. Employer  
Identification No.)

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Richmond, Virginia 23230

(Address, including Zip Code, of Principal Executive Offices)

Genworth Financial, Inc. Retirement and Savings Plan

Genworth Financial, Inc. Deferred Compensation Plan

(Full title of the plans)

Leon E. Roday, Esq.  
Senior Vice President, General Counsel and Secretary  
Genworth Financial, Inc.  
6620 West Broad Street  
Richmond, Virginia 23230  
(804) 281-6000

(Name, address and telephone number of agent for service)

Copy to:  
John B. Shannon  
Alston & Bird LLP  
One Atlantic Center  
1201 West Peachtree Street, NW  
Atlanta, GA 30309-3424  
(404) 881-7466

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Class A Common Stock, \$0.001 par value per share (1)	6,000,000(2)	\$12.13(3)	\$72,780,000(3)	\$5,189.21
Deferred Compensation Obligations (4)	\$45,000,000	N/A	\$45,000,000	\$3,208.50
Total				\$8,397.71

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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement on Form S-8 also covers an indeterminate amount of interests to be offered or sold pursuant to the Genworth Financial, Inc. Retirement and Savings Plan.
- (2) Amount to be registered consists of an aggregate of 6,000,000 shares of Genworth Financial, Inc. Class A Common Stock, par value \$0.001 per share, including any additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Genworth Financial, Inc. Retirement and Savings Plan.
- (3) Determined in accordance with Rule 457(h) under the Securities Act of 1933, as amended, the registration fee calculation for these shares is based on the average of the high and low prices of the Genworth Financial, Inc. Class A Common Stock, par value \$0.001 per share, reported on the New York Stock Exchange on August 16, 2010.
- (4) Represents \$45,000,000 of deferred compensation obligations offered under the Genworth Financial, Inc. Deferred Compensation Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents constituting Part I of this registration statement on Form S-8 (this Registration Statement ) will be delivered to participants in the Genworth Financial, Inc. Retirement and Savings Plan (the 401(k) Plan ) and the Genworth Financial, Inc. Deferred Compensation Plan (the Deferred Compensation Plan ), as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act ). These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, Genworth Financial, Inc. (the Company ) will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b). Requests for the above mentioned information should be directed to Investor Relations, Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230 at (804) 281-6000.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, filed with the Securities and Exchange Commission (the Commission ) by the Company are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2009;
- (b) The 401(k) Plan Annual Report on Form 11-K for the year ended December 31, 2009;
- (c) All other reports filed by the Company or the 401(k) Plan pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) since December 31, 2009; and
- (d) The description of the Company's Class A Common Stock, par value \$0.001 per share (the Common Stock ) contained in the Company's Registration Statement on Form S-1 under the Securities Act (Reg. No. 333-112009), which description is incorporated by reference into the Form 8-A filed with the Commission on May 24, 2004, pursuant to the Exchange Act, and any amendment or report filed for the purpose of further updating such description.

All reports and other documents subsequently filed by the Company or the 401(k) Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities that remain unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the

extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

This registration statement covers (i) shares of the Company's Common Stock and an indeterminate amount of plan interests that may be offered under the 401(k) Plan, and (ii) deferred compensation obligations ( DCOs ) that may be offered under the Deferred Compensation Plan. The following summary of the DCOs is qualified in its entirety by reference to the Deferred Compensation Plan.

The DCOs offered under the Deferred Compensation Plan represent unfunded obligations of the Company to pay to participants certain compensation amounts that the participants have elected to defer. The Deferred Compensation Plan is intended to allow certain highly compensated employees to defer the payment of current compensation to future years for tax and financial planning purposes. Subject to the terms and conditions set forth in the Deferred Compensation Plan, each participating employee may elect to defer a portion of his or her salary and/or bonus, and such deferred amounts are credited to the participant's account. Amounts in a participant's account will be indexed to one or more deemed investment alternatives chosen by each participant from a range of such alternatives available under the Deferred Compensation Plan. Each participant's account will be adjusted to reflect the investment performance of the selected investment fund(s), including any appreciation or depreciation.

The DCOs are payable in cash and generally will be paid in either a lump-sum or in annual installments over ten (10) years upon termination of service, or in a specified plan year, as elected by the participant. In the event of an unforeseeable financial hardship, the participant may elect to receive some or all of the deferred amounts and related earnings, subject to approval by the Management Development and Compensation Committee of the Board of Directors of the Company.

The obligation to pay the balance of each participant's account will at all times be an unfunded and unsecured obligation of the Company. Benefits are payable solely from the Company's general funds and are subject to the risk of corporate insolvency. The Company may, but is not required to, establish a grantor trust, which may be a rabbi trust, for the purpose of informally funding the Deferred Compensation Plan. Participants will not have any interest in any particular assets of the Company by reason of any obligation created under the Deferred Compensation Plan. A participant's right to the DCOs cannot be sold, transferred, assigned, pledged or encumbered except by a written designation of a beneficiary under the terms of the Deferred Compensation Plan. Any attempt to sell, transfer, assign, pledge or encumber the DCOs will be void.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the DGCL ) provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses,

including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of such corporation. The DGCL provides that Section 145 is not excluding other rights to which those seeking indemnification may be entitled under any certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transactions from which the director derived an improper personal benefit.

The amended and restated certificate of incorporation of the Company provides that the Company will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Company or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

The Company maintains standard policies of directors' and officers' liability insurance. The Company's non-employee directors also may be covered by directors' and officers' liability insurance policies maintained by their respective employers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See the Exhibit Index, which is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(Signatures on following page)

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Richmond, state of Virginia, on this 20th day of August, 2010.

**GENWORTH FINANCIAL, INC.**

By: /s/ Michael D. Fraizer  
 Michael D. Fraizer  
 Chairman of the Board, President and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael D. Fraizer	Chairman of the Board, President and Chief Executive Officer	August 20, 2010
Michael D. Fraizer	(Principal Executive Officer)	
/s/ Patrick B. Kelleher	Senior Vice President - Chief Financial Officer	August 20, 2010
Patrick B. Kelleher	(Principal Financial Officer)	
/s/ Amy R. Corbin	Vice President and Controller	August 20, 2010
Amy R. Corbin	(Principal Accounting Officer)	
* Steven W. Alesio	Director	August 20, 2010
* Nancy J. Karch	Director	August 20, 2010
* J. Robert Kerrey	Director	August 20, 2010
* Risa J. Lavizzo-Mourey	Director	August 20, 2010



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	*	Director	August 20, 2010
Christine B. Mead			
	*	Director	August 20, 2010
Thomas E. Moloney			
	*	Director	August 20, 2010
James A. Parke			
	*	Director	August 20, 2010
James S. Riepe			

\*By: /s/ Michael D. Fraizer  
Michael D. Fraizer  
Attorney-in-Fact

*The 401(k) Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Richmond, state of Virginia, on August 20, 2010.

**GENWORTH FINANCIAL, INC. RETIREMENT  
AND SAVINGS PLAN**

By: /s/ Eric D. Gee  
Eric D. Gee  
Plan Administrator

**EXHIBIT INDEX**

**TO**

**REGISTRATION STATEMENT ON FORM S-8**

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated June 7, 2004)
4.2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated September 9, 2008)
4.3	Specimen Class A Common Stock certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (No. 333-112009))
5.1	Opinion of Alston & Bird LLP (1)
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP (1)
24.1	Power of Attorney (1)
99.1	Genworth Financial, Inc. Retirement and Savings Plan (1)
99.2	Amended and Restated Genworth Financial, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008)

(1) Filed herewith.

In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5)(ii) of Regulation S-K with respect to the 401(k) Plan, the Company hereby undertakes that it has submitted the 401(k) Plan and any amendment thereto to the Internal Revenue Service ( IRS ) in a timely manner and has made all changes required by the IRS in order to qualify the 401(k) Plan under Section 401 of the Internal Revenue Code of 1986, as amended.