

GENWORTH FINANCIAL INC
Form DEF 14A
April 11, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Genworth Financial, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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6620 West Broad Street

Richmond, Virginia 23230

April 11, 2013

Dear Stockholder,

You are invited to attend the 2013 Annual Meeting of Stockholders of Genworth Financial, Inc. to be held at 2:00 p.m. local time on Wednesday, May 15, 2013, at The Westin Richmond, 6631 West Broad Street, Richmond, Virginia 23230.

The Annual Meeting will include a report on our business operations, discussion and voting on the matters set forth in the accompanying Notice of 2013 Annual Meeting of Stockholders and Proxy Statement, and discussion and voting on any other business matters properly brought before the meeting.

Whether or not you plan to attend, you can ensure your shares are represented at the meeting by promptly submitting your proxy by telephone, by Internet or by completing, signing, dating and returning your proxy card in the enclosed envelope.

Cordially,

/s/ James S. Riepe
James S. Riepe
Non-Executive Chairman of the Board

/s/ Thomas J. McInerney
Thomas J. McInerney
President and Chief Executive Officer

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NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

2:00 p.m., May 15, 2013

The Westin Richmond

6631 West Broad Street

Richmond, Virginia 23230

April 11, 2013

To the Stockholders:

NOTICE IS HEREBY GIVEN that Genworth Financial, Inc.'s 2013 Annual Meeting of Stockholders will be held at The Westin Richmond, 6631 West Broad Street, Richmond, Virginia 23230, on Wednesday, May 15, 2013, at 2:00 p.m. local time, to address all matters that may properly come before the Annual Meeting. In addition to receiving a report on our business operations, stockholders will be asked:

- (1) to elect the nine nominees named in this proxy statement as directors for the ensuing year;
- (2) to approve, on an advisory basis, the compensation of our named executive officers;
- (3) to ratify the selection of KPMG LLP as our independent registered public accounting firm for 2013; and
- (4) to transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Stockholders of record at the close of business on April 4, 2013 will be entitled to vote at the meeting and any adjournments.

Distribution to stockholders of this proxy statement and a proxy card is scheduled to begin on or about April 11, 2013.

Cordially,

/s/ Leon E. Roday
Leon E. Roday
Secretary

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders
to Be Held on May 15, 2013**

Genworth's proxy statement and annual report to stockholders are available at:

www.edocumentview.com/GNW

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To be voted on at the meeting

Every stockholder's vote is important. Please complete, sign,

date and return your proxy card, or submit your

proxy by telephone or by Internet.

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NOTE REGARDING THIS PROXY STATEMENT

As previously announced, on April 1, 2013, we completed a holding company reorganization in connection with a comprehensive capital plan for our U.S. Mortgage Insurance segment, which is discussed in further detail in the Compensation Discussion and Analysis section of this proxy statement. Pursuant to the reorganization, the public holding company historically known as Genworth Financial, Inc. (now renamed Genworth Holdings, Inc.) became a direct, wholly-owned subsidiary of a new public holding company that we formed and that now has been renamed Genworth Financial, Inc. In connection with the reorganization, all the stockholders of the old Genworth public holding company immediately prior to the completion of the reorganization automatically became stockholders of the newly-formed public holding company, owning the same number of shares of stock in the new public holding company that they owned in the old public holding company immediately prior to the reorganization. In addition, the Board of Directors of the new public holding company and its Audit Committee, Management Development and Compensation Committee, Nominating and Corporate Governance Committee and Legal and Public Affairs Committee are composed of exactly the same members as the Board of Directors, Audit Committee, Management Development and Compensation Committee, Nominating and Corporate Governance Committee and Legal and Public Affairs Committee of the old public holding company prior to the reorganization.

Accordingly, references to we, Genworth, the company or our in this proxy statement have the following meanings:

For periods prior to April 1, 2013: the old Genworth public holding company

For periods commencing April 1, 2013: the new Genworth public holding company
The Board of Directors of the new public holding company and its Audit Committee, Management Development and Compensation Committee and Nominating and Corporate Governance Committee have ratified and approved all actions previously taken by the Board of Directors of the old public holding company and its Audit Committee, Management Development and Compensation Committee and Nominating and Corporate Governance Committee, respectively, with respect to the 2013 Annual Meeting of Stockholders and this proxy statement and related matters.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2013 Annual Meeting of Stockholders Information

Date and Time: Wednesday, May 15, 2013 at 2:00 p.m. local time
Place: The Westin Richmond, 6631 West Broad St., Richmond, Virginia 23230
Record Date: April 4, 2013
Voting Rights: Stockholders of record as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals presented at the meeting.

2012 in Review A Year of Transition

Rebuilding Stockholder Value

During 2012, we completed a strategic review of our business portfolio and announced developments to our strategy designed to enhance stockholder value by focusing on two core businesses: *U.S. Life Insurance*, which includes our life insurance, long-term care insurance and fixed annuities businesses; and *Global Mortgage Insurance*, which includes mortgage insurance in the United States, Canada, Australia and other markets.

We also announced a goal of rebuilding stockholder value by improving business performance, simplifying our business portfolio, generating capital and increasing financial strength and flexibility.

Leadership Transition

Following a search conducted by our Board, we named Thomas J. McInerney as our new President and Chief Executive Officer, effective as of January 1, 2013, and approved his compensation package with an emphasis on stock appreciation rights (SARs) that only deliver value based on stock price appreciation.

Mr. McInerney's appointment followed the resignation in May 2012 of Michael D. Fraizer as our Chairman of the Board and as our President and Chief Executive Officer, and our entry into a separation agreement with Mr. Fraizer. Following Mr. Fraizer's resignation and prior to Mr. McInerney's appointment, Martin P. Klein, our current Executive Vice President and Chief Financial Officer, served as our Acting President and Acting Chief Executive Officer. Additionally, James S. Riepe was appointed as Non-Executive Chairman of the Board.

In connection with our leadership transition and the announcement of our strategic developments, we approved incentive and retention programs to motivate and retain key leaders. The programs consist of equity and cash-based incentives and a severance plan that promotes retention through the end of 2014.

2012 Performance and Impact on Compensation

We ended the year with stabilized financial results in our mortgage insurance business in Australia and other countries, improved performance in our U.S. Mortgage Insurance segment, and improved statutory performance in our U.S. Life Insurance segment. We also made progress in executing our plans to strengthen our financial position and address our non-core businesses, all of which are

designed to rebuild stockholder value.

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Although the company reported financial results for 2012 that represented an improvement over 2011, we fell short of our key goals relating to net operating income and net operating earnings per share. As a result, we paid annual incentives ranging from 62% to 91% of targeted amounts, and mid-term incentives ranging from zero to 28% of targeted amounts, to our continuing named executive officers. These actions are described in more detail in the Compensation Discussion and Analysis section of this proxy statement beginning on page 28.

Voting Matters and Board Recommendations

Proposals	Board Recommendation	Page Number for Additional Information
1. Election of Directors	FOR each director	7
2. Advisory Vote to Approve Executive Compensation	FOR	65
3. Ratification of Independent Registered Public Accounting Firm	FOR	70

Our Director Nominees

The table below sets forth information about our director nominees, each of which is an incumbent member of our Board, including their ages, length of service on our Board, relevant experience and Board committee memberships.

Director	Age	Director Since	Experience	Board Committees
William H. Bolinder	69	2010	Former President, Chief Executive Officer and a director of Acadia Trust N.A.	NCGC LPAC
G. Kent Conrad	65	2013	Former U.S. Senator	LPAC
Nancy J. Karch	65	2005	Former Senior Partner of McKinsey & Company	MDCC NCGC (Chair)
Thomas J. McInerney	56	2013	President and Chief Executive Officer of Genworth Financial, Inc.	
Christine B. Mead	57	2009	Former Executive Vice President and Chief Financial Officer of Safeco Corporation	AC LPAC
David M. Moffett	61	2012	Former Chief Executive Officer and director of Federal Home Loan Mortgage Corporation	LPAC
Thomas E. Moloney	69	2009	Former Senior Executive Vice President and Chief Financial Officer of John Hancock Financial Services, Inc.	AC LPAC (Chair)
James A. Parke	67	2004	Former Vice Chairman and Chief Financial Officer of GE Capital Services and former Senior Vice President of General Electric Company	AC (Chair) MDCC
James S. Riepe+	69	2006	Former Vice Chairman of T. Rowe Price Group, Inc.	AC MDCC (Chair)

+ Non-Executive Chairman of the Board

AC= Audit Committee

MDCC= Management Development and Compensation Committee

NCGC= Nominating and Corporate Governance Committee

LPAC= Legal and Public Affairs Committee

Table of Contents**Our Corporate Governance Facts**

Size of Board (as of the Annual Meeting)	9
Number of Independent Directors (as of the Annual Meeting)	8
Board Committees Consist Entirely of Independent Directors	Yes
All Directors Attended at least 75% of Meetings Held	Yes
Annual Election of All Directors	Yes
Majority Voting for Directors	Yes
Separate Independent Chairman & CEO	Yes
Independent Directors Meet Regularly in Executive Session	Yes
Annual Board and Committee Self-Evaluations	Yes
Stockholders Holding at least 40% of Outstanding Common Stock Have Ability to Call Special Meeting	Yes
Annual Advisory Approval of Executive Compensation	Yes
Stock Ownership Requirements for Directors and Executive Officers	Yes
No Poison Pill	Yes

Our Executive Compensation Philosophy and Practices

Our executive compensation program utilizes a balanced mix of base salary, annual and long-term incentives and customary benefits to attract and retain highly qualified executives, and maintains a strong relationship between executive pay and company performance. As evidenced by the results of our say-on-pay votes at both our 2011 and 2012 Annual Meetings of Stockholders, with over 94% and 93%, respectively, of shares represented in person or by proxy at the meeting voting in favor, we believe that stockholders have indicated strong support for the structure and execution of our named executive officer compensation program.

Highlights of our named executive officer compensation program, as described in the Compensation Discussion and Analysis section, include:

a compensation program that is performance-based and measures performance over multiple timeframes;

annual incentives that are earned based on a qualitative review of business and individual performance against key financial and non-financial objectives;

annual long-term equity grants in the form of SARs, which provide value only to the extent our stock price increases after the date of grant, thereby aligning stockholder and executive interests; and

appropriate risk management practices, including a clawback policy, anti-hedging policy, stock ownership requirements and net hold requirements with respect to equity grants.

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PROXY STATEMENT

Genworth Financial, Inc.

6620 West Broad Street

Richmond, Virginia 23230

This proxy statement is furnished in connection with the solicitation of proxies by Genworth Financial, Inc. on behalf of the Board of Directors for the 2013 Annual Meeting of Stockholders (the Annual Meeting). Distribution to stockholders of this proxy statement and a proxy card is scheduled to begin on or about April 11, 2013.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please take the time to vote your shares as soon as possible. You can ensure that your shares are voted at the meeting by submitting your proxy by telephone, by Internet or by completing, signing, dating and returning the enclosed proxy card in the envelope provided. Submitting your proxy by any of these methods will not affect your right to attend the meeting and vote. A stockholder who gives a proxy may revoke it by voting in person at the Annual Meeting, by delivering a subsequent proxy or by notifying Leon E. Roday, Genworth's Secretary, in writing of such revocation. Attendance at the meeting alone will not revoke a previously submitted proxy.

INFORMATION ABOUT THE ANNUAL MEETING AND PROXY VOTING

What matters are to be voted on at the Annual Meeting?

Genworth intends to present the following proposals for stockholder consideration and voting at the Annual Meeting:

- (1) to elect the nine nominees named in this proxy statement as directors for the ensuing year;
- (2) to approve, on an advisory basis, the compensation of our named executive officers;
- (3) to ratify the selection of KPMG LLP as our independent registered public accounting firm for 2013; and
- (4) to transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

What is the recommendation of the Board of Directors with respect to each proposal?

The Board of Directors recommends votes:

FOR the election of the nine nominees named in this proxy statement as directors;

FOR the approval, on an advisory basis, of the compensation of our named executive officers; and

FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.

Will any other matters be presented for a vote at the Annual Meeting?

At this time, we are not aware of any other matters that will be presented for a vote at the Annual Meeting. However, if another matter were to be properly presented, the proxies would use their own judgment in how to vote on that matter.

Who is entitled to vote at the Annual Meeting?

All holders of record of our Class A common stock, par value \$0.001 (our common stock), at the close of business on April 4, 2013 (the record date) are entitled to vote at the Annual Meeting.

As of the record date, there were 493,074,758 shares of common stock issued and outstanding. Each share outstanding on the record date will be entitled to one vote.

If you are the beneficial owner, but not the record owner, of our common stock, you will receive instructions about voting from the bank, broker or other nominee that is the stockholder of record of your shares. Contact your bank, broker or other nominee directly if you have questions.

If you hold shares of our common stock through the Genworth Financial, Inc. Retirement and Savings Plan or an international employee benefit plan that includes our common stock (each, a benefit plan), you will receive a separate voting instruction card covering those shares from the plan trustee.

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How do I vote my shares?

Stockholders of record may vote their shares in person at the Annual Meeting, or may submit a proxy to cause their shares to be represented and voted at the Annual Meeting.

Stockholders of record may grant a proxy with respect to their shares by mail, by telephone or by Internet. Granting a proxy by telephone or by Internet will be available through 11:59 p.m. Eastern time on May 14, 2013.

Voting instructions appear on your proxy card. If you grant a proxy by telephone or by Internet, please have your proxy card available.

If you are a stockholder of record or a duly appointed proxy of a stockholder of record, you may attend the meeting and vote in person. However, if your shares are held in the name of a bank, broker or other nominee, and you wish to attend the meeting to vote in person, you will have to contact your bank, broker or other nominee to obtain its proxy, and bring that document with you to the meeting.

Proxies submitted by mail, telephone or Internet will be voted in the manner you indicate by the individuals named on the proxy. If you submit a proxy but do not specify how your shares are to be voted, the proxies will vote your shares:

FOR the election of the nine nominees named in this proxy statement as directors;

FOR the approval, on an advisory basis, of the compensation of our named executive officers; and

FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.

If you hold shares of our common stock through a benefit plan, you will receive a separate voting instruction card covering these shares from the plan trustee.

May I change or revoke my proxy after it is submitted?

Yes, you may change or revoke your proxy at any time before the Annual Meeting by:

subsequently granting a proxy by telephone or by Internet;

returning a later-dated proxy card;

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sending your notice of revocation to Leon E. Roday, our Secretary; or

attending the Annual Meeting and voting in person.

If you submit your changed proxy or revocation by telephone or by Internet, it must be received by 11:59 p.m. Eastern time on May 14, 2013. If you submit your changed proxy or revocation by another method specified above, it must be received before the polls close for voting. Attendance at the meeting alone will not revoke a previously submitted proxy.

Who can attend the Annual Meeting?

You are entitled to attend the Annual Meeting only if you are a holder of record or a beneficial owner of common stock as of the record date, or you hold a valid proxy for the Annual Meeting.

If you are a Genworth stockholder of record and wish to attend the meeting, please so indicate on the proxy card or as prompted by the telephone or Internet voting system. Your name will be verified against the list of stockholders of record prior to your being admitted to the Annual Meeting.

If a bank, broker or other nominee is the record owner of your shares, you will need to have proof that you are the beneficial owner to be admitted to the meeting. A recent statement or letter from your bank or broker confirming your ownership as of the record date, or presentation of a valid proxy from a bank, broker or other nominee that is the record owner of your shares, would be acceptable proof of your beneficial ownership.

You should be prepared to present photo identification for admittance. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the Annual Meeting.

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What is a quorum?

In order for business to be conducted at the Annual Meeting, a quorum must be present. A quorum will be present if stockholders of record holding a majority in voting power of the outstanding shares of stock entitled to vote at the meeting are present in person or are represented by proxies.

What vote is required for the items of business at the Annual Meeting?

Holders of common stock will vote as a single class and will be entitled to one vote per share with respect to each matter to be presented at the Annual Meeting.

Election of directors. Under our Bylaws, each of the nominees for director receiving a majority of votes cast by holders of our common stock, at the meeting in person or by proxy, shall be elected to our Board of Directors, unless the election is contested, in which case directors shall be elected by a plurality of votes properly cast. An election shall be contested if, as determined by the Board of Directors, the number of nominees exceeds the number of directors to be elected. A majority of votes cast means that the number of votes cast for a director exceeds the number of votes cast against that director, with abstentions and broker non-votes counting as votes neither for nor against such director's election. Under our Bylaws, any incumbent director who is a nominee in an uncontested election who does not receive a majority of votes cast shall promptly tender his or her resignation from the Board of Directors following the certification of the stockholder vote. Any resignation so received will not be made effective until it is acted upon by the Board of Directors. The Nominating and Corporate Governance Committee (the Nominating Committee) will assess the appropriateness of the nominee continuing to serve as a director and will recommend to the Board of Directors whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors will act on the Nominating Committee's recommendation and publicly disclose its decision and the reason for the decision. The director resignation procedures set forth in our Bylaws do not apply to contested elections of directors.

The Board of Directors has proposed nine nominees for election. No other nominees for

election to the Board of Directors have been submitted for election in accordance with the Bylaws. Thus, the Board of Directors has not determined that the election will be contested, and each director will be elected by a majority of votes cast.

Advisory vote to approve named executive officer compensation. The affirmative vote of the holders of a majority of shares of common stock present at the meeting, in person or by proxy, and entitled to vote on the matter is required for the non-binding, advisory vote to approve the compensation of our named executive officers. The vote is advisory, and therefore not binding on the company, the Management Development and Compensation Committee (the Compensation Committee) or our Board of Directors. However, the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation as it deems appropriate.

Ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013. The affirmative vote of the holders of a majority of shares of common stock present at the meeting, in person or by proxy, and entitled to vote on the matter is required for the ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013.

Other matters. The affirmative vote of the holders of a majority of shares of common stock present at the meeting, in person or by proxy, and entitled to vote on the matter is required for approval of any other matters.

How are abstentions and broker non-votes counted?

Because the election of directors is uncontested, directors will be elected by a majority of votes cast, as provided under our Bylaws. Abstentions will not be counted in determining whether a director has received a majority of the votes cast for his or her election. Abstentions will have the same effect as votes against the advisory vote on the approval of named executive officer compensation, and the proposal to ratify the selection of KPMG LLP as our independent registered public accounting firm for 2013.

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If a broker or other record holder of shares returns a proxy card indicating that it does not have discretionary authority to vote as to a particular matter (broker non-votes), those shares will be treated as not entitled to vote on that matter. Brokers do not have the discretionary authority to vote on the election of directors. Broker non-votes do not count as votes and, therefore, will not be counted in determining whether a director has received a majority of the votes cast for his or her election.

Brokers also do not have the discretionary authority to cast an advisory vote on named executive officer compensation. As a result, they will not be treated as entitled to vote on the matter and therefore will not have any effect on the outcome of this proposal.

The ratification of the selection of KPMG LLP as our independent registered public accounting firm for 2013 is deemed to be a discretionary matter and brokers will be permitted to vote uninstructed shares as to such matter.

Abstentions and broker non-votes will be counted as shares present for purposes of determining whether a quorum is present.

Who is the inspector of election?

The Board of Directors has appointed a representative of Computershare Shareowner Services LLC to act as Inspector of Election at the Annual Meeting.

What are the costs for soliciting proxies for the Annual Meeting?

Proxies will be solicited on behalf of the Board of Directors by mail, telephone, other electronic means or in person, and we will pay the solicitation costs. Copies of proxy materials and of the 2012 Annual Report will be supplied to brokers, dealers, banks and voting trustees, or their nominees, for the purpose of soliciting proxies from beneficial owners, and we will reimburse such record holders for their reasonable expenses. Georgeson Inc. has been retained to assist in soliciting proxies at a fee of \$16,000, plus distribution costs and other costs and expenses.

What is the deadline for submission of stockholder proposals for the 2014 Annual Meeting?

The rules of the U.S. Securities and Exchange Commission (the SEC) establish the eligibility requirements and the procedures that must be followed for a stockholder's proposal to be included in a public company's proxy materials. Under those rules, proposals submitted for inclusion in Genworth's 2014 proxy materials must be received on or before the close of business on December 12, 2013. Proposals for inclusion in our 2014 proxy materials must comply with all requirements of the rules of the SEC.

In addition, our Bylaws establish an advance notice procedure with regard to director nominations and other business proposals by stockholders intended to be presented at our 2014 Annual Meeting. For these nominations or other business proposals to be properly brought before the meeting by a stockholder, assuming the 2014 Annual Meeting occurs on a date that is not more than 30 days before or 70 days after the anniversary of the Annual Meeting, the stockholder must deliver written notice to us not later than the close of business on February 14, 2014 nor earlier than the close of business on January 15, 2014. Such nominations and other business proposals must comply with all requirements set

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forth in our Bylaws. Our Bylaws provide that business proposals that comply with all rules and requirements of the SEC and are included in our proxy statement are deemed to comply with the advance notice procedures in our Bylaws.

All notices of intention to present director nominations or other business proposals at the 2014 Annual Meeting, whether or not intended to be included in our proxy materials, should be addressed to Leon E. Roday, Secretary, Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia, 23230.

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Where can I find the voting results of the 2013 Annual Meeting?

The preliminary voting results will be announced at the meeting. The final results will be posted in the corporate governance section of our website after the results have been tabulated and certified. To view the results, go to www.genworth.com and click Investors then click 2013 Annual Meeting Results.

In addition, within four business days following the meeting, we intend to file the final voting results with the SEC on Form 8-K. If the final voting results have not been certified within that four-day period, we will report the preliminary voting results on Form 8-K at that time and will file an amendment to the Form 8-K to report the final voting results within four business days of the date that the final results are certified.

May I request electronic delivery of my proxy statement and annual report in the future?

Stockholders of record may elect to receive future annual reports and proxy statements electronically by providing consent to electronic delivery on-line at www.computershare.com/investor. Should you choose to receive your proxy materials electronically, your choice will remain in effect until you notify Genworth or Computershare Shareowner Services LLC in accordance with applicable law that you wish to resume mail delivery of these documents. If you hold your Genworth common stock through a bank, broker or other holder of record, refer to the information provided by that entity for instructions on how to receive your proxy materials electronically.

Where can I view this proxy statement and Genworth's 2012 Annual Report electronically?

This proxy statement and Genworth's 2012 Annual Report may be viewed online at www.edocumentview.com/GNW.

How can I get a copy of Genworth's Annual Report on Form 10-K?

To obtain a copy of Genworth's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 without charge, address your request to Investor Relations, Genworth

Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230. The Annual Report on Form 10-K also may be accessed at our website. To view, go to www.genworth.com, click Investors, then click SEC Filings & Financial Reports and finally click Annual Reports and Proxy Statements. The Annual Report on Form 10-K also may be accessed at the SEC's website at www.sec.gov.

INFORMATION ABOUT COMMUNICATIONS WITH GENWORTH AND OUR BOARD OF DIRECTORS

How may I communicate directly with the Board of Directors?

The Board of Directors provides a process for stockholders to send communications to the Board of Directors. You may communicate with the Board of Directors, individually or as a group, as follows:

By Mail

The Board of Directors
Genworth Financial, Inc.
c/o Leon E. Roday, Secretary
6620 West Broad Street
Building #1
Richmond, Virginia 23230

By Phone

1-866-717-3594

By E-mail

Directors@genworth.com

You should identify your communication as being from a Genworth stockholder. The Secretary may require reasonable evidence that your communication or other submission is made by a Genworth stockholder before transmitting your communication to the Board of Directors.

How may stockholders or other interested parties communicate directly with the non-management directors?

Stockholders and other interested parties may communicate directly with the non-management

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directors, individually or as a group, by any of the means set forth above or as follows:

By Mail

Non-Management Directors of the Board of Directors

Genworth Financial, Inc.

c/o Leon E. Roday, Secretary

6620 West Broad Street

Building #1

Richmond, Virginia 23230

How may stockholders or other interested parties communicate directly with the Non-Executive Chairman of the Board?

Stockholders and other interested parties may communicate directly with the Non-Executive Chairman of the Board by any of the means set forth above. If you choose to communicate via email or mail, please note Attn: Non-Executive Chairman of the Board in the mailing address or subject line of the email.

How do I communicate directly with Genworth?

You may communicate directly with Genworth as follows:

By Mail

Genworth Financial, Inc.

c/o Leon E. Roday, Secretary or c/o Investor Relations

6620 West Broad Street

Building #1

Richmond, Virginia 23230