

REINSURANCE GROUP OF AMERICA INC  
Form 8-K  
September 25, 2008

**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): September 25, 2008**

**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.**

(d) Exhibits

The following Exhibit is incorporated by reference into Post-Effective Amendment No. 1 to the Registration Statement on Form S-3ASR (SEC File Nos. 333-131761, 333-131761-01 and 333-131761-02) filed with the SEC on September 24, 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: September 25, 2008

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>        |
|-----------------------|---------------------------|
| 8.1                   | Opinion of Bryan Cave LLP |