

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

GREAT WEST LIFE & ANNUITY INSURANCE CO

CIK: **744455** | IRS No.: **840467907** | State of Incorporation: **CO** | Fiscal Year End: **1231**
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Mailing Address
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3036893831*

Retirement Plan Series Account
of
Great-West Life & Annuity Insurance Company

Supplement effective July 26, 1999 to
the May 1, 1999 Prospectus

On page 7 of the prospectus, please delete the disclosure regarding the Maxim Investment Grade Corporate Bond Portfolio and replace with the following:

Portfolio	Management Fees	Other Expenses	Total Maxim Series Fund Annual Expenses
Maxim Bond Index Portfolio (formerly the Investment Grade Corporate Bond Portfolio)	0.50%	None	0.50%

One page 8 of the prospectus, please delete the disclosure regarding the Maxim Investment Grade Corporate Bond Portfolio and replace with the following:

Investment Division	1 Year	3 Year	5 Year	10 Year
Maxim Bond Index Portfolio (formerly the Investment Grade Corporate Bond Portfolio)	\$52.50	\$16.47	\$28.71	\$64.44

On Page 11 of the prospectus, please delete the disclosures regarding the Maxim Investment Grade Corporate Bond Portfolio, Maxim Value Index Portfolio and Maxim Growth Index Portfolio and replace with the following:

- o Maxim Bond Index Portfolio (formerly the Investment Grade Corporate Bond Portfolio) seeks to provide investment results, before fees, that track the total return of the debt securities that comprise the Lehman Aggregate Bond Index.
- o Maxim Value Index Portfolio seeks to provide investment results, before fees, that track the total return of the common stocks that comprise the

S&P/Barra Value Index.1

- o Maxim Growth Index Portfolio seeks to provide investment results, before fees, that track the total return of the common stocks that comprise the S&P/Barra Growth Index.1

1 Standard & Poor's and Barra are not sponsors of, or in any other way affiliated with, the Maxim Growth Index and Maxim Value Index Portfolios or Maxim Series Fund.