

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

REINSURANCE GROUP OF AMERICA INC

CIK: **898174** | IRS No.: **431627032** | State of Incorpor.: **MO** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-11848** | Film No.: **99708831**
SIC: **6321** Accident & health insurance

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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):
August 26, 1999

REINSURANCE GROUP OF AMERICA, INCORPORATED
(Exact name of registrant as specified in its 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 63017-6039
(Address of principal executive offices) (zip code)

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

ITEM 1. CHANGES IN CONTROL.

Item 1(b) of Form 8-K requires a registrant to disclose any arrangement known to the registrant, the operation of which may at a subsequent date result in a change in control of the registrant. GenAmerica Corporation ("GenAmerica") is the parent corporation of General American Life Insurance Company ("General American") and the beneficial owner of approximately 63.6% of the voting common stock, and 53.2% of all outstanding common stock, of Reinsurance Group of America, Incorporated ("RGA" or the "Company"). On August 26, 1999, GenAmerica announced a definitive agreement whereby Metropolitan Life Insurance Company ("MetLife") will acquire GenAmerica, including GenAmerica's beneficial ownership of shares of RGA. A copy of the press release issued by RGA relating to such acquisition is filed as Exhibit 99.1 and incorporated herein by reference.

A description of the general terms of the acquisition agreement is described under the heading "Recent Developments Sale of GenAmerica to MetLife; Principal Terms of the MetLife Stock Purchase Agreement" in the Proxy Statement Supplement (the "Proxy Supplement") mailed by the Company to shareholders on or about September 2, 1999. A copy of the Proxy Supplement is filed as Exhibit 99.2 and incorporated in its entirety herein by reference.

ITEM 5. OTHER EVENTS.

On August 10, 1999, the Board of Directors of RGA appointed a special committee of directors (the "Special Committee") consisting of Messrs. Stuart Greenbaum (chairman), William Peck and Clifford Eason. The Special Committee was authorized to consider the effect on the operation of the Company's Rights Plan and the Missouri anti-takeover statutes of any future order of rehabilitation or order of liquidation with respect to General American sought by the Missouri Department of Insurance, and to take necessary or appropriate actions with respect thereto.

The Special Committee and the Board of Directors held several meetings to consider the effect of the Rights Plan, Missouri anti-takeover statutes and related matters with respect to any future order of rehabilitation or order of liquidation affecting General American and its pending acquisition by MetLife.

Additional information regarding the actions of the Special Committee is contained under the caption "Amendments to the Rights Plan and Related Matters; Approval of MetLife" of the Proxy Supplement, which is hereby incorporated herein by reference. A copy of the Fourth Amendment to the Rights Agreement is filed as Exhibit 4.1 and incorporated herein by reference.

On August 30, 1999, RGA announced that its Board of Directors had postponed the special meeting of shareholders previously scheduled for September 1, 1999 until September 14, 1999. A copy of the press release relating to such announcement is filed as Exhibit 99.3 and incorporated herein by reference.

ITEM 7. EXHIBITS.

(c) The following exhibits are filed as part of this report on Form 8-K.

Exhibit 4.1 Form of Fourth Amendment to Rights Agreement, dated as of August 23, 1999, between the Company and ChaseMellon Shareholder Services, L.L.C. (as successor to Boatmen's Trust Company), as Rights Agent.

Exhibit 99.1 Press Release issued by the Company dated August 26, 1999 relating to the announcement by MetLife and GenAmerica Corporation.

Exhibit 99.2 Proxy Statement Supplement dated September 2, 1999 (File No. 1-11848) incorporated herein by reference.

Exhibit 99.3 Press Release issued by the Company dated August 30, 1999 relating to the postponement of the Company's special shareholders meeting to vote on the conversion of the Company's non-voting common shares into voting common shares.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 9, 1999

REINSURANCE GROUP OF AMERICA,
INCORPORATED

By: /s/ Jack B. Lay

Name: Jack B. Lay

Title: Executive Vice President
and Chief Financial Officer

FOURTH AMENDMENT TO RIGHTS AGREEMENT

This FOURTH AMENDMENT (this "Amendment"), dated effective as of August 23, 1999, to the Rights Agreement, dated as of May 4, 1993, as amended by that certain amendment dated as of July 26, 1995, by that Second Amendment to Rights Agreement dated as of April 22, 1998, and by that Third Amendment to Rights Agreement dated as of August 13, 1999 (the "Rights Agreement"), between REINSURANCE GROUP OF AMERICA, INCORPORATED, a Missouri corporation (the "Company"), and CHASEMELLON SHAREHOLDER SERVICES, L.L.C. (formerly known as Boatmen's Trust Company), as Rights Agent (the "Rights Agent").

W I T N E S S E T H

WHEREAS, the Company and the Rights Agent have heretofore executed and entered into the Rights Agreement;

WHEREAS, Section 1(a) of the Rights Agreement provides that General American Life Insurance Company, including its subsidiaries and affiliates, is excluded from the definition of "Acquiring Person" for purposes of the Rights Agreement;

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may from time to time supplement or amend the Rights Agreement in accordance with the provisions of Section 27 thereof; and

WHEREAS, all acts and things necessary to make this Amendment a valid agreement, enforceable according to its terms, have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects duly authorized by the Company and the Rights Agent.

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In consideration of the foregoing and the mutual agreements set forth herein, the parties hereto agree as follows:

1. Section 1(a) of the Rights Agreement is hereby modified and amended as follows: by deleting clause (i) thereof in its entirety and replacing it with the following:

(i) General American Life Insurance Company, including its Subsidiaries and Affiliates ("General American"); any governmental authority, agency or official who is deemed, by virtue of a court order or exercise of insurance regulatory authority granted by applicable statute or regulation, to be the Beneficial Owner of securities representing Voting

Power held by General American prior to the effectiveness of such court order or the exercise of such authority; or Metropolitan Life Insurance Company, including its Subsidiaries and Affiliates, or the Company, any Subsidiary of the Company, any employee benefit plan or compensation arrangement of the Company or any Subsidiary of the Company, or any entity holding securities of the Company to the extent organized, appointed or established by the Company or any Subsidiary of the Company for or pursuant to the terms of any such employee benefit plan or compensation arrangement

2. This Amendment shall be governed by and construed in accordance with the laws of the State of Missouri and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

3. This Amendment may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

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Terms not defined herein shall, unless the context otherwise requires, have the meanings assigned to such terms in the Rights Agreement.

4. In all respects not inconsistent with the terms and provisions of this Amendment, the Rights Agreement is hereby ratified, adopted, approved and confirmed. In executing and delivering this Amendment, the Rights Agent shall be entitled to all the privileges and immunities afforded to the Rights Agent under the terms and conditions of the Rights Agreement.

5. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment, and of the Rights Agreement, shall remain in full force and effect and shall in no way be affected, impaired or invalidated. IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the date and year first above written.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: _____

Attest: _____

CHASEMELLON SHAREHOLDER SERVICES, L.L.C.

By: _____

Attest: _____

RGA Rights Am Four

[RGA LOGO]

NEWS

For further information, contact
Jack B. Lay
Executive Vice President and
Chief Financial Officer
(636) 736-7439

FOR IMMEDIATE RELEASE

RGA COMMENTS ON DEFINITIVE AGREEMENT BETWEEN METLIFE
AND GENAMERICA CORPORATION

St. Louis, Missouri, August 26, 1999--Reinsurance Group of America, Incorporated (NYSE: RGA, RGA.A) said that MetLife and GenAmerica Corporation announced today that they have reached a definitive agreement whereby MetLife will acquire GenAmerica and its subsidiaries, including General American Life Insurance Company. Under this agreement, MetLife will gain effective control of RGA through General American's 53% equity ownership position. No other changes to RGA's ownership structure are currently anticipated.

"MetLife's acquisition of General American is extremely positive for RGA," commented A. Greig Woodring, President and Chief Executive Officer. "This transaction will allow us to continue providing our clients the quality products, services and ideas they have come to expect from RGA. With MetLife's financial strength and support, we expect RGA to continue its growth, both domestically and internationally, far into the future."

The transaction is expected to be completed in approximately four to six months and is subject to regulatory approval.

Reinsurance Group of America, Incorporated, through its subsidiaries, RGA Reinsurance Company and RGA Life Reinsurance Company of Canada, is among the largest providers of life reinsurance in North America. In addition to its North American operations, Reinsurance Group of America, Incorporated has subsidiary companies or branch offices in Argentina, Australia, Barbados, Bermuda, Chile, Hong Kong, Japan, Mexico, Spain, South Africa, Taiwan, and the United Kingdom. Worldwide, the Company has more than \$390 billion of life reinsurance in force. For more information about RGA, please visit the Company's Web site at www.rgare.com.

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Statements in this press release regarding the business of Reinsurance Group of America, Incorporated and trading of its securities, possible future losses, and other statements which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Forward-Looking and Cautionary Statements" in the Company's Annual Report on Form 10-K for the most recently ended fiscal year.

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[RGA LOGO]

NEWS

For further information, contact
Jack B. Lay
Executive Vice President and
Chief Financial Officer
636/736-7439

FOR IMMEDIATE RELEASE

REINSURANCE GROUP OF AMERICA BOARD OF DIRECTORS
POSTPONES SPECIAL SHAREHOLDERS' MEETING

St. Louis, Missouri, August 30, 1999 -- Reinsurance Group of America, Incorporated (NYSE: RGA, RGA.A) announced today that its Board of Directors has postponed the special shareholders' meeting originally scheduled Wednesday, September 1, 1999. The meeting will now be held Tuesday, September 14, 1999.

The company has postponed the meeting in connection with the circulation of a proxy statement supplement to its shareholders. The purpose of the proxy supplement is to appropriately disclose to all shareholders the recently announced sale of GenAmerica Corporation to MetLife. The terms of the conversion remain unchanged. GenAmerica beneficially owns approximately 53 percent of all outstanding shares of RGA.

The special shareholders' meeting was called to vote on the proposed recapitalization amendment to RGA's Restated Articles of Incorporation that would convert all of RGA's non-voting common stock into voting common stock. Under the amendment, each share of RGA's non-voting common stock would be automatically converted into .97 shares of its voting common stock. RGA feels that converting the non-voting common stock into voting common stock is in the best interests of all shareholders as it will simplify the company's capital structure and create a more liquid trading market for its stock.

Reinsurance Group of America, Incorporated, through its subsidiaries, RGA Reinsurance Company and RGA Life Reinsurance Company of Canada, is among the largest providers of life reinsurance in North America. In addition to its North

American operations, Reinsurance Group of America, Incorporated has subsidiary companies or branch offices in Argentina, Australia, Barbados, Bermuda, Chile, Hong Kong, Japan, Taiwan, South Africa, Spain and the United Kingdom. Worldwide, the Company has nearly \$390 billion of life reinsurance in force and assets of \$6.4 billion. General American Life Insurance Company owns approximately 64 percent of RGA's outstanding shares of voting common stock and approximately 53 percent of all outstanding shares.

This press release shall not constitute an offer to sell or the solicitation of any offer to buy any security.

Statements in this press release regarding Reinsurance Group of America, Incorporated's business and the trading of its securities which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Forward-Looking and Cautionary Statements" in the Company's Annual Report or Form 10-K for the most recently ended fiscal year.

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