

REINSURANCE GROUP OF AMERICA INC
Form DEF 14A
April 12, 2017

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

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 Rule 14a-12

REINSURANCE GROUP OF AMERICA,
INCORPORATED

(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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(3) Filing party:

(4) Date filed:

NOTICE OF THE ANNUAL MEETING OF
THE SHAREHOLDERS OF
REINSURANCE GROUP OF AMERICA, INCORPORATED

Chesterfield, Missouri
April 12, 2017

To the Shareholders of Reinsurance Group of America, Incorporated:

The Annual Meeting of the Shareholders of Reinsurance Group of America, Incorporated (the "Company") will be held at the Company's principal executive offices located at 16600 Swingley Ridge Road, Chesterfield, Missouri 63017 on May 23, 2017, commencing at 2:00 p.m. At this meeting only holders of record of the Company's common stock at the close of business on March 24, 2017 will be entitled to vote, for the following purposes:

1. To elect one director for a term expiring in 2018 and four directors for terms expiring in 2020;
2. To vote on the frequency of the shareholders' advisory vote regarding approval of the Company's compensation for named executive officers on a non-binding, advisory basis;
3. To vote to approve the compensation of the Company's named executive officers on a non-binding, advisory basis;
4. To vote to approve the Company's Amended & Restated Flexible Stock Plan;
5. To vote to approve the Company's Amended & Restated Flexible Stock Plan for Directors;
6. To vote to approve the Company's Amended & Restated Phantom Stock Plan for Directors;
7. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the year ending December 31, 2017; and
8. To transact such other business as may properly come before the meeting.

REINSURANCE GROUP OF
AMERICA, INCORPORATED

By

J. Cliff Eason, Chairman of the Board

William L. Hutton, Secretary

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PROXY STATEMENT SUMMARY

These proxy materials are being provided to you because the Board of Directors is soliciting your proxy to vote your shares at the Company's 2017 Annual Shareholders' Meeting. 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. Page references are supplied to help you find additional information in this Proxy Statement. This Proxy Statement and the related proxy materials were first made available to shareholders and on the Internet on April 12, 2017.

Annual Shareholders' Meeting

Time: May 23, 2017, 2:00 p.m., Central time

Place: 16600 Swingley Ridge Road, Chesterfield, Missouri 63017

Record Date: Close of business on March 24, 2017

Voting Matters and Board Recommendations

Proposal	Board Recommendation	Voting Options	Vote Required to Adopt the Proposal	More Information
1. Election of Directors	FOR all nominees	For, against or abstain for each nominee	If a quorum is present, the vote required to elect each director is a majority of the common stock represented in person or by proxy at the Annual Meeting.	page <u>1</u>
2. Advisory Vote on Executive Compensation	ANNUAL	1 year, 2 years, 3 years or abstain	If a quorum is present, the vote required to approve Item 2 is a majority of the common stock represented in person or by proxy at the Annual Meeting.	page <u>51</u>
3. Shareholders' Advisory Vote on Executive Compensation	FOR	For, against or abstain	If a quorum is present, the vote required to approve Item 3 is a majority of the common stock represented in person or by proxy at the Annual Meeting.	page <u>52</u>
4. Amended & Restated Flexible Stock Plan	FOR	For, against or abstain	If a quorum is present, the vote required to approve Item 4 is a majority of the common stock represented in person or by	page <u>53</u>

5. Amended & Restated Flexible Stock Plan for Directors	FOR	For, against or abstain	<p>proxy at the Annual Meeting. If a quorum is present, the vote required to approve Item 5 is a majority of the common stock represented in person or by proxy at the Annual Meeting.</p>	page <u>64</u>
6. Amended & Restated Phantom Stock Plan for Directors	FOR	For, against or abstain	<p>If a quorum is present, the vote required to approve Item 6 is a majority of the common stock represented in person or by proxy at the Annual Meeting.</p>	page <u>70</u>
7. Ratification of Appointment of Independent Auditor	FOR	For, against or abstain	<p>If a quorum is present, the vote required to approve Item 7 is a majority of the common stock represented in person or by proxy at the Annual Meeting.</p>	page <u>74</u>

See "Additional Information - Voting" (page 81) for additional information.

Board
 Nominees
 (page 1)

Name	Director Since	Independent	Election for Term Ending	Committee Memberships
Patricia L. Guinn	2016	Yes	2018	None
Arnoud W.A. Boot	2009	Yes	2020	Audit; Finance, Investment and Risk Management