

GENWORTH FINANCIAL INC  
Form FWP  
June 21, 2010

Filed pursuant to Rule 433

June 21, 2010

Relating to

Preliminary Prospectus Supplement dated June 21, 2010 to

Prospectus dated August 26, 2009

Registration Statement No. 333-161562

**Genworth Financial, Inc.**

**\$400,000,000**

**7.700% SENIOR NOTES DUE 2020**

<b>Issuer:</b>	Genworth Financial, Inc.
<b>Format:</b>	SEC Registered
<b>Ratings /Outlook*:</b>	Baa3 / Stable (Moody s) / BBB / Stable (S&P)
<b>Securities:</b>	7.700% Senior Notes due 2020
<b>Trade Date:</b>	June 21, 2010
<b>Settlement Date:</b>	June 24, 2010 (T + 3)
<b>Maturity Date:</b>	June 15, 2020
<b>Principal Amount:</b>	\$400,000,000
<b>Use of Proceeds:</b>	\$200,000,000 to repay outstanding borrowings of \$100,000,000 under each of two five-year revolving credit facilities and the remainder for General Corporate Purposes
<b>Conflicts of Interest:</b>	More than 5% of the proceeds of the offering will be used to repay borrowings received from affiliates of Banc of America Securities LLC
<b>Price to Public:</b>	100.00%
<b>Underwriting Discount:</b>	0.650%
<b>Net Proceeds to Issuer:</b>	\$397,400,000
<b>Spread to Treasury Benchmark:</b>	446 basis points
<b>Treasury Benchmark:</b>	3.500% due May 20, 2020
<b>Treasury Yield:</b>	3.240%
<b>Coupon:</b>	7.700%
<b>Yield to Maturity:</b>	7.700%
<b>Interest Payment Dates:</b>	Semi-annually on June 15 and December 15 of each year, commencing on December 15, 2010
<b>Optional Redemption:</b>	Make-whole redemption at any time at a discount rate of US Treasury + 65 bps

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**Minimum Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof  
**Day Count Convention:** 30 / 360  
**Payment Business Days:** New York  
**CUSIP; ISIN:** 37247DAM8; US37247DAM83  
**Book-Running Managers:** Banc of America Securities LLC  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
UBS Securities LLC

**\*Note: A securities rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Book-Running Managers in the offering will arrange to send you the prospectus if you request it by contacting Banc of America Securities LLC toll-free at 1-800-294-1322, Credit Suisse Securities (USA) LLC at 1-800-221-1037, Goldman, Sachs & Co. at 1-866-471-2526, or UBS Securities LLC at 1-877-827-6444, ext. 561 3884.