

GENWORTH FINANCIAL INC  
Form 8-K  
September 14, 2018

**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**

**September 14, 2018**

**Date of Report**

**(Date of earliest event reported)**

**GENWORTH FINANCIAL, INC.**  
**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>001-32195</b> <b>(Commission</b>	<b>80-0873306</b> <b>(I.R.S. Employer</b>
<b>of incorporation or organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>6620 West Broad Street, Richmond, VA</b> <b>(Address of principal executive offices)</b>	<b>(804) 281-6000</b>	<b>23230</b> <b>(Zip Code)</b>

**(Registrant's telephone number, including area code)**

N/A

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On September 14, 2018, Genworth Holdings, Inc., a direct wholly-owned subsidiary of Genworth Financial, Inc., issued a press release announcing the commencement of a solicitation of consents from the holders of its outstanding 7.700% Senior Notes due 2020, 7.20% Senior Notes due 2021, 7.625% Senior Notes due 2021, 4.900% Senior Notes due 2023, 4.800% Senior Notes due 2024 and 6.500% Senior Notes due 2034 (collectively, the Notes ) proposing amendments to the indenture governing the Notes in accordance with the terms and subject to the conditions set forth in that certain Consent Solicitation Statement dated September 14, 2018, which are being sent to the holders of the Notes. A copy of the Consent Solicitation Statement, which is attached hereto as Exhibit 99.1, is incorporated by reference into this Item 7.01. A copy of the press release announcing the Consent Solicitation is attached hereto as Exhibit 99.2.

The information furnished pursuant to Item 7.01 (including Exhibits 99.1 and 99.2) is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section. The information contained in Item 7.01 (including Exhibits 99.1 and 99.2) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

**Item 8.01 Other Events**

On September 14, 2018, Genworth Financial, Inc. issued, jointly with China Oceanwide Holdings Group Co., Ltd. ( Oceanwide ), a press release announcing that they are submitting supplemental information to the regulators who are reviewing their proposed transaction. The supplemental filings are being submitted to, among other things, outline a potential alternative funding structure for the transaction that Oceanwide may implement in the event that international political and economic developments cause potential delays in implementing the original funding structure.

The closing of the transaction remains subject to other conditions under the Merger Agreement, including the receipt of required regulatory approvals in the U.S., China and other international jurisdictions.

A copy of the press release announcing the submission of supplemental information to regulators is attached hereto as Exhibit 99.3.

**Item 9.01 Financial Statements and Exhibits.**

The following are furnished as exhibits to this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	<u>Consent Solicitation Statement, dated September 14, 2018</u>
99.2	<u>Press release, dated September 14, 2018</u>
99.3	<u>Press release, dated September 14, 2018</u>

**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 hereunto duly authorized.

GENWORTH FINANCIAL, INC.

Date: September 14, 2018

By: /s/ Kelly L. Groh  
Kelly L. Groh  
Executive Vice President  
And Chief Financial Officer  
(Principal Financial Officer)