

GENWORTH FINANCIAL INC  
Form 8-K  
May 20, 2013

**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**

**May 15, 2013**

**Date of Report**

**(Date of earliest event reported)**

**GENWORTH FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction

**001-32195**  
(Commission

**80-0873306**  
(I.R.S. Employer

of incorporation)

File Number)

Identification No.)

**6620 West Broad Street, Richmond, VA**  
(Address of principal executive offices)

**(804) 281-6000**

**23230**  
(Zip Code)

(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2013 annual meeting of stockholders of Genworth Financial, Inc. ( Genworth ), held on May 15, 2013, the holders of Genworth's Class A Common Stock entitled to vote at the meeting (1) elected all nine of the director nominees for the ensuing year, (2) approved, on an advisory basis, the compensation of Genworth's named executive officers, and (3) ratified the selection of KPMG LLP as Genworth's independent registered public accounting firm for 2013.

The voting results were as follows:

**Proposal 1**

Election of directors

|                     | Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|---------------------|-------------|---------------|-------------|---------------------|
| William H. Bolinder | 320,296,998 | 4,044,489     | 976,398     | 93,507,385          |
| G. Kent Conrad      | 320,043,575 | 4,312,019     | 962,291     | 93,507,385          |
| Nancy J. Karch      | 298,648,562 | 25,708,956    | 960,367     | 93,507,385          |
| Thomas J. McInerney | 321,126,250 | 3,231,552     | 960,083     | 93,507,385          |
| Christine B. Mead   | 320,469,937 | 3,909,751     | 938,197     | 93,507,385          |
| David M. Moffett    | 318,839,553 | 5,520,787     | 957,545     | 93,507,385          |
| Thomas E. Moloney   | 320,220,674 | 4,129,927     | 967,284     | 93,507,385          |
| James A. Parke      | 320,051,990 | 4,281,632     | 984,263     | 93,507,385          |
| James S. Riepe      | 320,264,788 | 4,081,724     | 971,373     | 93,507,385          |

**Proposal 2**

|                                                                                            | Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|--------------------------------------------------------------------------------------------|-------------|---------------|-------------|---------------------|
| Approval, on an advisory basis, of the compensation of Genworth's named executive officers | 317,058,753 | 7,014,875     | 1,244,257   | 93,507,385          |

**Proposal 3**

|                                                                                                         | Votes For   | Votes Against | Abstentions |
|---------------------------------------------------------------------------------------------------------|-------------|---------------|-------------|
| Ratification of the selection of KPMG LLP as the independent registered public accounting firm for 2013 | 412,478,792 | 4,785,740     | 1,560,738   |

**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: May 20, 2013

By: /s/ Leon E. Roday  
Leon E. Roday  
Senior Vice President,  
General Counsel and Secretary