

GENWORTH FINANCIAL INC
Form 8-K
May 14, 2010

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 12, 2010

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
of incorporation)

001-32195
(Commission
File Number)

33-1073076
(I.R.S. Employer
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.

The 2010 annual meeting of stockholders of Genworth Financial, Inc. was held on May 12, 2010. Stockholders elected for the ensuing year all of the director nominees, re-approved the material terms of performance goals for qualified performance-based awards under the 2004 Genworth Financial, Inc. Omnibus Incentive Plan and ratified the selection of KPMG LLP as our independent registered public accounting firm for 2010.

The voting results were as follows:

Proposal 1

Election of Directors

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Steven W. Alesio | 387,701,883 | 410,035 | 195,738 | 45,551,450 |
| Michael D. Fraizer | 381,863,471 | 6,247,356 | 196,829 | 45,551,450 |
| Nancy J. Karch | 359,862,045 | 28,263,613 | 181,998 | 45,551,450 |
| J. Robert Bob Kerrey | 382,796,280 | 5,315,065 | 196,311 | 45,551,450 |
| Risa J. Lavizzo-Mourey | 387,297,786 | 812,325 | 197,545 | 45,551,450 |
| Christine B. Mead | 387,604,892 | 504,160 | 198,604 | 45,551,450 |
| Thomas E. Moloney | 387,622,638 | 481,365 | 203,653 | 45,551,450 |
| James A. Parke | 387,623,873 | 491,532 | 192,251 | 45,551,450 |
| James S. Riepe | 359,742,803 | 28,361,482 | 203,371 | 45,551,450 |

Proposal 2

| | Votes For | Votes Against | Abstentions |
|--|-------------|---------------|-------------|
| Re-approval of the material terms of performance goals for qualified performance-based awards under the 2004 Genworth Financial, Inc. Omnibus Incentive Plan | 347,669,695 | 85,352,133 | 837,278 |

Proposal 3

| | Votes For | Votes Against | Abstentions |
|---|-------------|---------------|-------------|
| Ratification of the selection of KPMG LLP as the independent registered public accounting firm for 2010 | 430,684,298 | 2,796,515 | 378,293 |

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.

Date: May 14, 2010

GENWORTH FINANCIAL, INC.

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