

GENWORTH FINANCIAL INC
Form 8-K
May 20, 2011

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 18, 2011

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 2011 annual meeting of stockholders of Genworth Financial, Inc. (Genworth) was held on May 18, 2011. At the annual meeting, the holders of Genworth's Class A Common Stock entitled to vote at the meeting (1) elected all ten of the director nominees for the ensuing year, (2) approved the advisory vote on named executive officer compensation, (3) approved holding future advisory votes on named executive officer compensation every year, and (4) ratified the selection of KPMG LLP as Genworth's independent registered public accounting firm for 2011.

The voting results were as follows:

Proposal 1

Election of Directors

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|------------------|----------------------|--------------------|-------------------------|
| Steven W. Alesio | 389,023,316 | 7,399,958 | 403,390 | 47,454,746 |
| William H. Bolinder | 395,528,338 | 884,787 | 413,539 | 47,454,746 |
| Michael D. Fraizer | 385,282,248 | 11,057,634 | 486,782 | 47,454,746 |
| Nancy J. Karch | 369,973,890 | 26,456,182 | 396,592 | 47,454,746 |
| J. Robert Bob Kerrey | 392,929,383 | 3,495,880 | 401,401 | 47,454,746 |
| Risa J. Lavizzo-Mourey | 394,901,524 | 1,521,412 | 403,728 | 47,454,746 |
| Christine B. Mead | 394,368,437 | 2,039,232 | 418,995 | 47,454,746 |
| Thomas E. Moloney | 395,553,666 | 858,821 | 414,177 | 47,454,746 |
| James A. Parke | 389,053,452 | 7,377,215 | 395,997 | 47,454,746 |
| James S. Riepe | 389,023,127 | 7,395,816 | 407,721 | 47,454,746 |

Proposal 2

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------------|----------------------|--------------------|-------------------------|
| Advisory vote to approve named executive officer compensation | 375,558,360 | 20,648,636 | 619,668 | 47,454,746 |

Proposal 3

| | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|---|-----------------|------------------|--------------------|--------------------|-------------------------|
| Advisory vote to approve the frequency of the advisory vote on named executive officer compensation | 354,618,510 | 900,727 | 40,682,083 | 625,345 | 47,454,746 |

Based on these results, and consistent with Genworth's Board of Directors' recommendation, the Board of Directors has determined that Genworth will hold an advisory vote on named executive officer compensation on an annual basis until the next advisory vote on the frequency of the advisory vote on named executive officer compensation.

Proposal 4

| | Votes For | Votes Against | Abstentions |
|---|------------------|----------------------|--------------------|
| Ratification of the selection of KPMG LLP as the independent registered public accounting firm for 2011 | 441,169,106 | 2,693,961 | 418,343 |

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 20, 2011

GENWORTH FINANCIAL, INC.

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

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