

GENWORTH FINANCIAL INC

Form 11-K

June 21, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK**

**PURCHASE, SAVINGS AND SIMILAR PLANS**

**PURSUANT TO SECTION 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2012**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-32195**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Genworth Financial, Inc. Retirement and Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Genworth Financial, Inc.**

**6620 W. Broad Street**

**Richmond, VA 23230**

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**Genworth Financial, Inc. Retirement and Savings Plan**

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**Report of Independent Registered Public Accounting Firm**

The Plan Administrator and Participants

Genworth Financial, Inc. Retirement and Savings Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Genworth Financial, Inc. Retirement and Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for plan benefits for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule H, line 4i schedule of assets (held at end of year) as of December 31, 2012 and supplemental schedule H, line 4j schedule of reportable transactions for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Richmond, Virginia

June 21, 2013

**Table of Contents****Genworth Financial, Inc. Retirement and Savings Plan****Statements of Net Assets Available for Plan Benefits****December 31, 2012 and 2011**

	2012	2011
<b>Assets:</b>		
Investments at fair value:		
Short-term investments	\$ 478,319	\$ 433,956
Mutual funds	144,360,334	124,657,299
Common/collective trust funds	288,043,643	242,732,631
Group variable annuity	13,160,468	12,551,196
Common stock	15,339,663	11,309,852
 Total investments	 461,382,427	 391,684,934
 <b>Receivables:</b>		
Notes receivable from participants	9,508,719	9,025,918
Accrued dividends and interest	37,728	44,816
Employer contribution receivable	13,660,377	13,938,692
 Total receivables	 23,206,824	 23,009,426
 Assets available for plan benefits at fair value	 484,589,251	 414,694,360
 <b>Liabilities:</b>		
Accrued participant expenses	391,023	527,423
 Net assets available for plan benefits at fair value	 484,198,228	 414,166,937
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	 (857,451)	 (657,043)
 Net assets available for plan benefits	 \$ 483,340,777	 \$ 413,509,894

See Accompanying Notes to Financial Statements.

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**Genworth Financial, Inc. Retirement and Savings Plan**

**Statement of Changes in Net Assets Available for Plan Benefits**

**Year ended December 31, 2012**

Additions to net assets attributed to:	
Investment income:	
Net appreciation in the fair value of investments	\$ 48,801,742
Interest and dividends	2,832,436
<b>Total investment income</b>	<b>51,634,178</b>
Interest income from notes receivable from participants	462,440
Contributions:	
Participants	32,566,989
Employer	34,583,895
Rollovers	1,313,835
<b>Total contributions</b>	<b>68,464,719</b>
<b>Total additions</b>	<b>120,561,337</b>
Deductions from net assets attributed to:	
Benefits paid to participants	50,649,422
<b>Net increase in net assets available for plan benefits</b>	<b>69,911,915</b>
Net assets available for plan benefits at:	
Beginning of the year	413,509,894
Asset transfer to Cetera Financial Group, Inc. 401(k) Savings Plan	(81,032)
<b>End of the year</b>	<b>\$ 483,340,777</b>

See Accompanying Notes to Financial Statements.

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**Genworth Financial, Inc. Retirement and Savings Plan**

**Notes to Financial Statements**

**December 31, 2012 and 2011**

**(1) Description of the Plan**

The following description of the Genworth Financial, Inc. Retirement and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**(a) General**

The Plan is a defined contribution plan. The Plan qualifies under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Genworth Financial, Inc. (the Company) is the Plan sponsor.

The trustee and recordkeeper for the Plan are The Bank of New York Mellon and Aon Hewitt, respectively.

**(b) Plan Sponsor**

On April 1, 2013, pursuant to a holding company reorganization in accordance with Section 251(g) of the General Corporation Law of the State of Delaware (DGCL), the public holding company historically known as Genworth Financial, Inc. (now renamed Genworth Holdings, Inc. (Genworth)) became a direct, wholly-owned subsidiary of a new public holding company that was formed and that now has been renamed Genworth Financial, Inc. (Genworth Financial).

As part of the reorganization, Genworth Financial entered into an Assignment and Assumption Agreement with Genworth pursuant to which Genworth Financial assumed all of the rights and obligations of Genworth under all of its employee benefit plans, agreements and arrangements, equity incentive plans and subplans and related agreements, including the Genworth Financial, Inc. Retirement and Savings Plan. The name of the Plan did not change as a result of the reorganization.

**(c) Eligibility**

Eligible full-time employees may participate in the Plan upon their date of employment. Eligible part-time employees may join the Plan once scheduled to work 1,000 hours of service in a single calendar year.

**(d) Contributions**

Subject to limitations imposed by law, participants may elect to contribute up to 50% of their eligible compensation on a pre-tax basis. Eligible compensation includes salary, overtime, first year commissions and bonuses. The maximum allowable deferral under the Code was \$17,000 per individual for 2012. The Company makes matching contributions equal to 100% of the first 6% deferred by an eligible participant.

The Company also makes annual contributions (hereinafter referred to as pension contributions), based upon each eligible participant's eligible pay, to a defined contribution pension account. The annual pension contributions are based on a combination of age and service and range from 1% to 6%. For a period of 10 years from September 27, 2005, certain long-service employees receive additional pension contributions in the range of 6% to 18% depending upon age and service as of September 27, 2005. Pension contributions are invested as directed by the Company (see note 4).

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The Plan has automatic enrollment features with respect to newly hired or re-hired employees. If the employee is eligible to participate, he or she will be automatically enrolled in the Plan with pre-tax contributions being made at the rate of 3% of eligible pay the first year. As part of the automatic enrollment, participant contribution rates are automatically increased by 1% each year until they reach 6% of eligible pay. If a participant is automatically enrolled in the Plan, they may decline participation in the Plan, change the contribution rate from 3% or modify the automatic rate escalation. These contributions are invested in the BlackRock LifePath fund associated with a participant's date of birth, until the participant directs investment of the automatic deferrals into another investment option offered by the Plan.



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**Genworth Financial, Inc. Retirement and Savings Plan**

**Notes to Financial Statements**

**December 31, 2012 and 2011**

Rollover contributions as shown in the accompanying statement of changes in net assets available for plan benefits represent account balances rolled over into the Plan by participants from other qualified plans.

***(e) Participant Accounts***

Each participant's account is credited with his or her contributions, the Company's matching and pension contributions and the proportionate share of the Plan's earnings or losses. Each participant is entitled only to the benefits that can be provided from his or her vested account.

***(f) Vesting***

Participants hired after December 31, 2010 must attain two years of service to reach full vesting on Company matching contribution accounts. Pension contributions are fully vested after three years of service. Participants hired before January 1, 2011 were immediately vested in their account balances excluding their defined contribution pension accounts. Forfeitures are used to reduce future employer contributions to the Plan. Forfeitures available to reduce future employer contributions as of December 31, 2012 and 2011 were \$107,427 and \$47,060, respectively, and forfeitures used to reduce employer contributions were \$824,564 and \$747,078 in 2012 and 2011, respectively.

***(g) Investment Options***

Participants are permitted to allocate their account balances to one or more of 17 investment options currently available under the Plan. Participants may change future investment options as frequently as daily, and subject to time constraints by certain investment managers, may initiate transfers among investments daily. Direct transfers from the T. Rowe Price Stable Value Fund to the BlackRock Money Market Fund are not permitted. Instead, participants who wish to transfer from the T. Rowe Price Stable Value Fund to the BlackRock Money Market Fund must first transfer to one of the other Plan investment options and remain in that option for 90 days before transferring into the BlackRock Money Market Fund.

The Genworth Common Stock Fund invests primarily in common stock of the Company. A small portion of the fund is held in cash or other short-term investments to provide liquidity. Within the financial statements and supplemental schedule of assets (held at end of year), the assets of the fund are presented separately as common stock and short-term investments.

***(h) Notes Receivable from Participants***

Participants may borrow from their account a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance (excluding their defined contribution pension account). There is a charge for each loan that is reflected as a reduction from the appropriate participant's account. Loan transactions are treated as transfers between the respective investment funds and the loan fund.

The period of repayment of any loan is determined by mutual agreement between the Plan administrator and the borrower, but such period may not exceed five years from the effective date of the loan. Loans are secured by the balance in the participant's account and bear interest at an effective annual percentage rate that is 2% above the Prime interest rate in effect as of the second business day of each calendar quarter before the loan was requested. Principal and interest are paid ratably through payroll deductions.

*(i) Withdrawals*

Withdrawals for financial hardship are permitted (excluding defined contribution pension account) provided they are for a severe and immediate financial need and the distribution is necessary to satisfy that need.

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**Genworth Financial, Inc. Retirement and Savings Plan**

**Notes to Financial Statements**

**December 31, 2012 and 2011**

Participants are required to fully use the Plan loan program, described above, before requesting a hardship withdrawal. In-service withdrawals are permitted, allowing participants who have reached age 59  $\frac{1}{2}$  or older to obtain withdrawals of pre-tax and rollover accounts.

**(j) *Payment of Benefits***

Upon termination of service for any reason, a participant (or a designated beneficiary) may elect to receive the vested interest in his or her account in a lump-sum amount or via partial lump-sum distributions. Upon termination, participants with assets in the group variable annuity investment option may elect to annuitize their account and begin receiving their guaranteed minimum income if they are age 55 or older. Alternatively, upon termination, participants with assets in the group variable annuity investment option may elect to receive the vested interest in his or her group variable annuity account in a lump-sum amount and forfeit the lifetime retirement income guarantee. In the event of annuitizations for participants with ages of 55 to 64, the guaranteed amount will be less than waiting to receive the full amount at age 65 because payments will be made over a longer period of time.

**(2) Summary of Significant Accounting Policies**

**(a) *Basis of Accounting***

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

**(b) *Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management of the Plan to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

**(c) *Accounting Changes***

On January 1, 2012, the Plan adopted new accounting guidance related to fair value measurements. This new accounting guidance clarifies existing fair value measurement requirements and changes certain fair value measurement principles and disclosure requirements. The adoption of this new accounting guidance impacted disclosures only and did not impact the Plan's financial statements.

On January 1, 2011, the Plan adopted new accounting guidance related to additional disclosures about purchases, sales, issuances and settlements in the rollforward of Level 3 fair value measurements. The adoption of this new accounting guidance impacted disclosures only and did not impact the Plan's financial statements.

**(d) *Investment Valuation and Income Recognition***

Investments are stated at fair value. The shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. Investments in common/collective trust funds are valued at the net asset value as determined using the estimated fair value of the assets and liabilities in the respective funds on the last day of the Plan year. The

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common stock of Genworth Financial, Inc. is traded on the New York Stock Exchange (NYSE) and is valued at the quoted market price on the last business day of the Plan year. The ClearCourse<sup>SM</sup> group variable annuity is valued daily by Genworth Life and Annuity Insurance Company (see note 6) using the quoted market price of the underlying mutual fund (Vanguard Balanced Institutional Index Fund) less the applicable ClearCourse<sup>SM</sup> asset charge. Prior to April 8, 2011, the underlying portfolio for ClearCourse<sup>SM</sup> was the Total Return Fund of GE Investments, Inc. (see note 3(a)).

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**Genworth Financial, Inc. Retirement and Savings Plan**

**Notes to Financial Statements**

**December 31, 2012 and 2011**

The change in the difference between the fair value and the cost of the investments held at the beginning and end of each year, adjusted for realized gains and losses on investments sold during the year, is reflected in the statement of changes in net assets available for plan benefits as appreciation or depreciation in the fair value of investments.

The cost of investments sold is determined on the basis of average cost. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

***(e) Fully Benefit-Responsive Investment Contracts***

Participants in the Plan invest in the T. Rowe Price Stable Value Common Trust Fund (the SVF), which is a common/collective trust fund managed by T. Rowe Price Trust Company. The SVF invests in a variety of investment contracts such as guaranteed investment contracts issued by insurance companies and other financial institutions and other investment products (separate account contracts and structured or synthetic investment contracts) and other similar investments that are intended to maintain a constant net asset value while permitting participant-initiated, benefit-responsive withdrawals for certain events. All investment contracts held by the SVF as of December 31, 2012 and 2011 are fully benefit-responsive and thus are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value (also known as book value) is original cost plus accrued income and deposits minus withdrawals. Withdrawals from the SVF may be made by participants at contract value for qualified benefit payments, including loans, hardship withdrawals and participant-directed transfers. Withdrawal of all assets from the SVF without a 12 month notice to the issuer limits the ability of the Plan to transact at fair value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The statement of net assets available for plan benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

The annualized earnings credited to participants (the crediting rate) in the SVF as of December 31, 2012 and 2011 was 2.54% and 2.93%, respectively. The average yield earned by the SVF was approximately 2.45% and 2.97% for the years ended December 31, 2012 and 2011, respectively. The crediting rate is variable, changing quarterly based upon the performance of the underlying portfolios.

The existence of certain conditions can limit the SVF's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the SVF that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the SVF or a unitholder, tax disqualification of the SVF or a unitholder, and certain SVF amendments if issuers' consent is not obtained. As of December 31, 2012, the occurrence of an event outside the normal operation of the SVF which would cause a withdrawal from an investment contract is not considered to be probable as reported in the investment manager's annual report. To the extent a unitholder suffers a tax disqualification or legal termination event, under normal circumstances, it is anticipated that liquid assets would be available to satisfy the redemption of such unitholder's interest in the SVF without the need to access investment contracts.

In addition to the limitations noted above, issuers of investment contracts have certain rights to terminate a contract and settle at an amount that differs from contract value. For example, certain breaches by the SVF of its obligations, representations, or warranties under the terms of an investment contract can result in its

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termination at market value, which may differ from contract value. Investment contracts also may provide for termination with no payment obligation from the issuer if the performance of the contract constitutes a prohibited transaction under ERISA or other applicable law. Structured or synthetic investment contracts and separate account contracts also may provide issuers with the right to reduce contract value in the event an underlying investment suffers a credit event or the right to terminate the contract in the event certain investment guidelines are materially breached and not cured.

**(f) Notes Receivable from Participants**

Notes receivable from participants equal the outstanding principal balance plus accrued interest.

**(g) Benefits**

Benefit payments to participants are recorded when paid.

**(h) Expenses**

Substantially all expenses related to the administration of the Plan are paid by the Company, with the exception of the Plan's loan and qualified domestic relations order fees, which are paid from participants' accounts.

**(3) Investments, at Fair Value****(a) Other Investment Related Disclosures**

During 2011, the underlying mutual fund for the ClearCourse<sup>SM</sup> group variable annuity was changed to the Vanguard Balanced Institutional Index Fund from the Total Return Fund of GE Investments, Inc. Also in 2011, the Invesco Growth & Income Fund was replaced with a newer version of the same fund that had lower fees.

The following table presents investments that represent 5% or more of the Plan's net assets as of December 31:

Description	2012	2011
BlackRock Pension Strategy Fund, 9,214,240 and 9,303,893 units*	\$ 128,722,935	\$ 113,786,611
BlackRock LifePath 2020 Fund, 2,696,863 and 2,440,018 units	35,355,880	28,767,808
BlackRock LifePath 2030 Fund, 2,513,902 and 2,232,404 units	31,348,359	24,623,413
Harbor International Fund, 477,790 and 465,584 shares	29,680,309	24,419,886
BlackRock LifePath Income Fund, 1,868,923 and 1,822,917 units	27,024,624	24,190,111
Growth Fund of America, 734,918 and 728,159 shares	25,237,069	20,912,714
Lord Abbett Small Cap Value Fund, 667,329 shares		21,214,378

\* Nonparticipant-directed

**(b) Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date.

Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. All assets carried at fair value are classified and disclosed in one of the following three categories:

Level 1 Quoted prices for identical instruments in active markets.

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**Genworth Financial, Inc. Retirement and Savings Plan**

**Notes to Financial Statements**

**December 31, 2012 and 2011**

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Instruments whose significant value drivers are unobservable.

Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded equity securities and actively traded mutual fund investments.

Level 2 includes those financial instruments that are valued using industry-standard pricing methodologies, models or other valuation methodologies. These models are primarily industry-standard models that consider various inputs, such as interest rate, credit spread and foreign exchange rates for the underlying financial instruments. All significant inputs are observable, or derived from observable, information in the marketplace or are supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category primarily include: certain public and private corporate fixed maturity and equity securities; government or agency securities; certain mortgage-backed and asset-backed securities; securities held as collateral; and certain non-exchange-traded derivatives.

Level 3 is comprised of financial instruments whose fair value is estimated based on industry-standard pricing methodologies and internally developed models utilizing significant inputs not based on, nor corroborated by, readily available market information. In limited instances, this category may also utilize non-binding broker quotes. This category primarily consists of certain less liquid fixed maturity, equity and trading securities and certain derivative instruments where the significant valuation inputs cannot be corroborated with market observable data. The Plan had no Level 3 assets as of December 31, 2012 or 2011.

As of each reporting period, all assets recorded at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset, such as the relative impact on the fair value as a result of including a particular input. The Plan reviews the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets. Such reclassifications are reported as transfers in and out of each level at the beginning fair value for the reporting period in which the changes occur. There were no transfers between levels during the year ended December 31, 2012. See note 2(d) for additional information related to fair value measurements.

***(c) Valuation Methodologies***

Following is a description of the valuation methodologies used for instruments measured at fair value.

Common stock: Common stock is valued at the closing price reported in the active market in which the individual securities are traded.

Registered investment companies: Mutual funds which are valued at the net asset value (NAV) on a market exchange. Each fund's NAV is calculated as of the close of business of the NYSE and National Association of Securities Dealers Automated Quotations.



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Common/collective trust funds: There are no readily available market quotations for a fund. The funds are valued at the net asset value as determined by using estimated fair value of the underlying assets held in the fund. Net asset value is used as a practical expedient for fair value. Contract value (also known as book value) is original cost plus accrued income and deposits minus withdrawals.

Group variable annuity: The ClearCourse<sup>SM</sup> group variable annuity is valued daily by Genworth Life and Annuity Insurance Company (see note 6) using the quoted market price of the underlying mutual fund (Vanguard Balanced Institutional Index Fund) less the applicable ClearCourse<sup>SM</sup> asset charge.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies and assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth the Plan's assets that are measured at fair value on a recurring basis as of December 31:

		2012		
	Total	Level 1	Level 2	Level 3
Investments:				
Short-term investments	\$ 478,319	\$ 478,319	\$	\$
Mutual funds				
Money market funds	11,889,732	11,889,732		
Bond funds	20,499,440	20,499,440		
Balanced funds	13,657,789	13,657,789		
Growth funds	32,923,127	32,923,127		
Value funds	35,709,937	35,709,937		
Foreign blend funds	29,680,309	29,680,309		
Common/collective trust funds				
Stable value funds	20,802,647		20,802,647	
Balanced funds	128,722,935		128,722,935	
Target maturity funds	119,759,507		119,759,507	
Blend funds	18,758,554		18,758,554	
Group variable annuity				
Balanced funds	13,160,468		13,160,468	
Common stock				
Genworth Financial, Inc.	15,339,663	15,339,663		
	\$ 461,382,427	\$ 160,178,316	\$ 301,204,111	\$

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		2011		
	Total	Level 1	Level 2	Level 3
Investments:				
Short-term investments	\$ 433,956	\$ 433,956	\$	\$
Mutual funds				
Money market funds	11,098,493	11,098,493		
Bond funds	19,079,568	19,079,568		
Balanced funds	10,636,689	10,636,689		
Growth funds	26,969,322	26,969,322		
Value funds	32,453,341	32,453,341		
Foreign blend funds	24,419,886	24,419,886		
Common/collective trust funds				
Stable value funds	18,840,141		18,840,141	
Balanced funds	113,786,611		113,786,611	
Target maturity funds	95,294,241		95,294,241	
Blend funds	14,811,638		14,811,638	
Group variable annuity				
Balanced funds	12,551,196		12,551,196	
Common stock				
Genworth Financial, Inc.	11,309,852	11,309,852		
	\$ 391,684,934	\$ 136,401,107	\$ 255,283,827	\$

During 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated in value as follows:

	Total
Mutual funds	\$ 15,367,229
Common/collective trust funds	30,091,058
Group variable annuity	1,125,198
Common stock	2,218,257
Total	\$ 48,801,742

**(4) Nonparticipant-Directed Investment**

Information about the net assets available for benefits and changes in net assets relating to the nonparticipant-directed investment was as follows:

	As of December 31,	
	2012	2011
Net assets available for benefits:		
Common/collective trust fund	\$ 128,722,935	\$ 113,786,611

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Employer contribution receivable	13,660,377	13,588,692
Total	\$ 142,383,312	\$ 127,375,303

**Table of Contents****Genworth Financial, Inc. Retirement and Savings Plan****Notes to Financial Statements****December 31, 2012 and 2011**

	<b>Year ended December 31, 2012</b>
Changes in net assets available for benefits:	
Net appreciation in fair value of investments	\$ 15,909,684
Employer contributions	13,660,377
Benefits paid to participants	(14,562,052)
<b>Total</b>	<b>\$ 15,008,009</b>

**(5) Risks and Uncertainties**

The Plan investment options include various investment securities, which in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. It is reasonable to expect that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across the participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Genworth Common Stock Fund, which generally invests in a single security. Investment decisions are made, and the resulting risks are borne, exclusively by the Plan participants who make such decisions.

The value, liquidity and related income of the securities in which the Plan invests are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

**(6) Party-in-Interest Transactions**

One investment option available to participants is the ClearCourse<sup>SM</sup> group variable annuity provided under the Plan. Each contribution into ClearCourse<sup>SM</sup> provides a guaranteed amount of retirement income to the participant. Genworth Life and Annuity Insurance Company, an indirect, wholly-owned subsidiary of the Plan sponsor, offers the guaranteed amount of retirement income provided by this ClearCourse<sup>SM</sup> group variable annuity product. Fees paid by the Plan to Genworth Life and Annuity Insurance Company for the Plan years ended December 31, 2012 and 2011 were approximately \$148,000 and \$125,000, respectively.

Another investment in the Plan is an investment fund comprised primarily of shares of common stock issued by the Company. The Plan owned 2,042,565 and 1,726,695 shares of common stock of Genworth Financial, Inc. as of December 31, 2012 and 2011, respectively. The shares had a cost basis of \$12,442,185 and \$10,664,270, respectively, and a fair value of \$15,339,663 and \$11,309,852, respectively, as of December 31, 2012 and 2011. During the year ended December 31, 2012, 429,574 shares of common stock of Genworth Financial, Inc. were purchased at a total cost of \$2,475,628 and 113,704 shares were sold at a total cost of \$697,713.

Certain Plan investments are held by The Bank of New York Mellon. The Bank of New York Mellon is Trustee as defined by the Plan and, therefore, is a party-in-interest.

In April 2012, the Plan completed a trust-to-trust transfer of loan balances to the Cetera Financial Group, Inc. 401(k) Savings Plan, for eligible participants in the Plan employed by the Company electing the transfer. The asset transfer of loan balances aggregated \$81,032.



**Table of Contents****Genworth Financial, Inc. Retirement and Savings Plan****Notes to Financial Statements****December 31, 2012 and 2011****(7) Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in the Company's contributions.

**(8) Federal Income Tax Status**

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 1, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Code. This letter expires on January 31, 2017.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits of the Plan for any tax periods in progress. The Plan administrator believes it is no longer subject to federal or state tax examinations of the Plan for years prior to 2009.

**(9) Reconciliation of Financial Statements to Form 5500**

The investments in fully benefit-responsive contracts are recorded on the Form 5500 at fair value whereas contract value is utilized in the statements of net assets available for plan benefits and the related statement of changes in net assets available for plan benefits.

The following is a reconciliation of net assets available for plan benefits per the financial statements as of December 31, 2012 to Form 5500:

Net assets available for plan benefits per the financial statements	\$ 483,340,777
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	857,451
<b>Net assets available for plan benefits per Form 5500</b>	<b>\$ 484,198,228</b>

The following is a reconciliation of total investment income per the financial statements to Form 5500 for the year ended December 31, 2012:

Total investment income per the financial statements	\$ 51,634,178
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	200,408
<b>Total investment income per Form 5500</b>	<b>\$ 51,834,586</b>



**Table of Contents****Supplemental Schedule I****Genworth Financial, Inc. Retirement and Savings Plan****Schedule H, Line 4i- Schedule of Assets (Held at End of Year)****December 31, 2012**

<b>Identity of issue, borrower, lessor, or similar party</b>	<b>Description of investment including maturity date, number of shares or units, rate of interest, collateral and par or maturity value</b>	<b>Cost</b>	<b>Current value</b>
<b>Short-term investments:</b>			
*The Bank of New York Mellon	478,319 shares of short-term investments	\$ 478,319	\$ 478,319
<b>Mutual funds:</b>			
Capital Research and Management Company	669,499 shares of American Balanced Fund	11,948,924	13,657,789
BlackRock Fund Advisors	11,889,732 shares of BlackRock Money Market Fund	11,889,732	11,889,732
Kornitzer Capital Management, Inc.	272,845 shares of Buffalo Small Cap Fund	6,458,896	7,686,058
Dodge & Cox	1,479,036 shares of Dodge & Cox Income Fund	19,363,736	20,499,440
Capital Research and Management Company	734,918 shares of Growth Fund of America	21,765,967	25,237,069
Harbor Capital Advisors	477,790 shares of Harbor International Fund	27,019,287	29,680,309
Lord, Abnett & Co. LLC	671,852 shares of Lord Abnett Small Cap Value Fund	20,174,867	22,957,189
Invesco Advisors, Inc	608,433 shares of Invesco Growth & Income Fund	11,827,717	12,752,748
	<b>Total mutual funds</b>	<b>130,449,126</b>	<b>144,360,334</b>
<b>Common/collective trust funds:</b>			
BlackRock Institutional Trust Company NA	370,796 units of BlackRock Equity Index Fund	15,547,872	18,758,554
BlackRock Fund Advisors	1,868,923 units of BlackRock LifePath Income Fund	22,659,711	27,024,624
BlackRock Fund Advisors	2,696,863 units of BlackRock LifePath 2020 Fund	29,593,321	35,355,880
BlackRock Fund Advisors	2,513,902 units of BlackRock LifePath 2030 Fund	26,619,501	31,348,359
BlackRock Fund Advisors	1,746,716 units of BlackRock LifePath 2040 Fund	17,856,261	21,030,458
BlackRock Fund Advisors	460,847 units of BlackRock LifePath 2050 Fund	4,585,931	5,000,186
BlackRock Fund Advisors	9,214,240 units of BlackRock Pension Strategy Fund	97,763,893	128,722,935
T. Rowe Price Trust Company	19,945,196 units of T. Rowe Price Stable Value Common Trust Fund	19,945,196	20,802,647
	<b>Total common/collective trust funds</b>	<b>234,571,686</b>	<b>288,043,643</b>
<b>Group variable annuity:</b>			
*Genworth Life and Annuity Insurance Company	1,171,988 units of ClearCourse <sup>SM</sup> Group Variable Annuity	7,729,704	13,160,468
<b>Common stock:</b>			
*Genworth Financial, Inc.	2,042,565 shares of Genworth Financial, Inc. common stock	12,442,185	15,339,663



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*Notes receivable from participants	2,031 loans to participants with interest rates of 4.25% to 10.25% and maturity dates through December 2017	9,508,719
		\$ 385,671,020    \$ 470,891,146

\* Party-in-interest as defined by ERISA, not a prohibited transaction.  
See Accompanying Report of Independent Registered Public Accounting Firm.

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**Supplemental Schedule II**

**Genworth Financial, Inc. Retirement and Savings Plan**

**Schedule H, Line 4j Schedule of Reportable Transactions**

**Year ended December 31, 2012**

<b>Identity of party involved</b>	<b>Description of assets</b>	<b>Number of transactions</b>	<b>Purchase price</b>	<b>Selling price</b>	<b>Cost of asset</b>	<b>Current value of asset on transaction date</b>	<b>Net gain (loss)</b>
Single transactions:							
BlackRock Fund Advisors	BlackRock Pension Strategy Fund	1	\$ 13,588,692	\$	\$ 13,588,692	\$ 13,588,692	\$
	See Accompanying Report of Independent Registered Public Accounting Firm.						

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Genworth Financial, Inc. Retirement and Savings Plan

Date: June 21, 2013

By: /s/ Kelly L. Groh

Kelly L. Groh  
Vice President and Controller (Principal Accounting Officer)  
Genworth Financial, Inc.

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of Document</b>
23	Consent of Independent Registered Public Accounting Firm