

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

GENWORTH FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

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

33-1073076

(I.R.S. Employer Identification No.)

23230
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Equity Units

Name of each exchange on which
each class is to be registered
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-115019

Securities to be registered pursuant to Section 12(g) of the Act:

None.
(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

For a description of the registrant's Equity Units, reference is made to the information set forth under the headings "Description of the Equity Units," "Description of the Purchase Contracts," "Certain Provisions of the Purchase Contracts and the Purchase Contract and Pledge Agreement," "Description of the Notes" and "Description of Capital Stock" in the prospectus included in the registrant's Registration Statement on Form S-1 (File No. 333-115019), originally filed with the Securities and Exchange Commission on April 30, 2004, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

Item 2. Exhibits.

- 3.1* Amended and Restated Certificate of Incorporation of Genworth Financial, Inc.
- 3.2* Amended and Restated Bylaws of Genworth Financial, Inc.
- 4.1* Specimen Class A Common Stock certificate
- 4.7* Form of Indenture, between Genworth Financial, Inc. and The Bank of New York, as Trustee
- 4.8* Form of Supplemental Indenture No. 1 between Genworth Financial, Inc. and The Bank of New York, as Trustee
- 4.9* Form of Purchase Contract and Pledge Agreement between Genworth Financial, Inc. and The Bank of New York, as Purchase Contract Agent, Collateral Agent, Custodial Agent and Securities Intermediary
- 4.10** Form of Remarketing Agreement among Genworth Financial, Inc., The Bank of New York, as Purchase Contract Agent, and Morgan Stanley & Co. Incorporated, as Remarketing Agent
- 4.11* Form of Senior Note (included in Exhibit 4.8, the Form of Supplemental Indenture)
- 4.12* Form of Corporate Unit (included in Exhibit 4.9, the Form of Purchase Contract and Pledge Agreement)
- 4.13* Form of Treasury Unit (included in Exhibit 4.9, the Form of Purchase Contract and Pledge Agreement)

* Filed as an exhibit of the same number to the registrant's Registration Statement on Form S-1 (File No. 333-112009) and incorporated herein by reference.

** Filed as an exhibit of the same number to the registrant's Registration Statement on Form S-1 (File No. 333-115019) and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 24, 2004

GENWORTH FINANCIAL, INC.

By: /s/ LEON E. RODAY

Name: Leon E. Roday

Title: Senior Vice President, General Counsel and Secretary

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