

**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**

**June 1, 2011
Date of Report
(Date of earliest event reported)**



**Genworth[®]
Financial**

GENWORTH FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-32195
(Commission
File Number)

33-1073076
(I.R.S. Employer
Identification No.)

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

23230
(Zip Code)

(804) 281-6000
(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 1, 2011, Genworth Financial, Inc. (the “Company”) completed the redemption of all outstanding shares of its 5.25% Series A Cumulative Preferred Stock (the “Series A Preferred Stock”) in accordance with the terms of the Certificate of Designation, Powers, Preferences and Rights of the 5.25% Series A Cumulative Preferred Stock (the “Certificate of Designation”).

Following the redemption, the Company filed a Certificate of Retirement of the Series A Preferred Stock (the “Certificate of Retirement”) with the Secretary of State of the State of Delaware, which became effective on the same day. Pursuant to Section 243(b) of the Delaware General Corporation Law, once the Certificate of Retirement became effective, it had the effect of amending the Company’s amended and restated certificate of incorporation so as to eliminate therefrom all reference to the Series A Preferred Stock, including, without limitation, the Certificate of Designation. The Certificate of Retirement does not affect the total number of authorized shares of capital stock of the Company or the total number of authorized shares of preferred stock.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>
3.1	Certificate of Retirement of 5.25% Series A Cumulative Preferred Stock of Genworth Financial, Inc.

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: June 1, 2011

GENWORTH FINANCIAL, INC.

By: /s/ Leon E. Roday

Leon E. Roday

Senior Vice President, General Counsel and Secretary

**CERTIFICATE OF RETIREMENT
OF
5.25% SERIES A CUMULATIVE PREFERRED STOCK
OF
GENWORTH FINANCIAL, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Genworth Financial, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY CERTIFIES as follows:

1. On May 24, 2004, the Corporation authorized 2,000,000 shares of 5.25% Series A Cumulative Preferred Stock ("Series A Preferred Stock") by filing the Certificate of Designations, Powers, Preferences and Rights of 5.25% Series A Cumulative Preferred Stock (the "Certificate of Designation") with the Secretary of State of the State of Delaware. All 2,000,000 shares of Series A Preferred Stock were issued.

2. As of the time of filing of this Certificate of Retirement on June 1, 2011, all 2,000,000 outstanding shares of Series A Preferred Stock have been redeemed or repurchased and the Board of Directors of the Corporation adopted resolutions retiring all of the shares of Series A Preferred Stock so redeemed or repurchased.

3. The Certificate of Designation provides that shares of the Series A Preferred Stock that have been issued and reacquired in any manner shall have the status of authorized and unissued shares of preferred stock, par value \$.001 per share, of the Corporation (the "Preferred Stock") undesignated as to series and may be redesignated and reissued as part of any series of Preferred Stock, provided, that no such issued and reacquired shares of Series A Preferred Stock shall be reissued or sold as Series A Preferred Stock.

4. Accordingly, pursuant to the provisions of Section 243(b) of the General Corporation Law of the State of Delaware, upon the filing of this Certificate of Retirement, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to eliminate therefrom all reference to the Series A Preferred Stock, including, without limitation, the Certificate of Designation. This Certificate of Retirement shall not affect the total number of authorized shares of capital stock of the Corporation or the total number of authorized shares of Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 1st day of June, 2011.

GENWORTH FINANCIAL, INC.

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