

**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**

**December 12, 2019
Date of Report
(Date of earliest event reported)**



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)

80-0873306
(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)

Not Applicable
(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$.001 per share	GNW	NYSE (New York Stock Exchange)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2019 annual meeting of stockholders of Genworth Financial, Inc. (“Genworth”), held on December 12, 2019, the holders of Genworth’s Class A Common Stock entitled to vote at the meeting (1) elected all eight of the director nominees for the ensuing year, (2) approved, on an advisory basis, the compensation of Genworth’s named executive officers, and (3) ratified the selection of KPMG LLP as Genworth’s independent registered public accounting firm for 2019.

The final voting results were as follows:

Proposal 1

Election of directors

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
G. Kent Conrad	348,661,716	22,145,086	1,241,438	70,814,735
Melina E. Higgins	337,359,430	33,454,161	1,234,649	70,814,735
Thomas J. McInerney	348,052,866	22,864,562	1,130,812	70,814,735
David M. Moffett	347,633,619	23,159,616	1,255,005	70,814,735
Thomas E. Moloney	351,241,584	19,532,754	1,273,902	70,814,735
Debra J. Perry	348,955,186	21,951,899	1,141,155	70,814,735
Robert P. Restrepo Jr.	350,616,380	20,172,933	1,258,927	70,814,735
James S. Riepe	347,965,460	22,918,282	1,164,498	70,814,735

Proposal 2

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Advisory vote to approve named executive officer compensation	330,793,697	36,234,763	5,019,780	70,814,735

Proposal 3

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Ratification of the selection of KPMG LLP as the independent registered public accounting firm for 2019	427,260,189	13,457,486	2,145,300	N/A

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.

GENWORTH FINANCIAL, INC.

Date: December 12, 2019

By: /s/ Ward E. Bobitz

Ward E. Bobitz
Executive Vice President and General Counsel