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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**July 18, 2025**  
**Date of Report**  
**(Date of earliest event reported)**

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**GENWORTH FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-32195**  
(Commission  
File Number)

**80-0873306**  
(I.R.S. Employer  
Identification No.)

**11011 West Broad Street, Glen Allen, VA**  
(Address of principal executive offices)

**23060**  
(Zip Code)

**(804) 281-6000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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))

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 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. ☐

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**Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

Genworth Financial, Inc. (the "Company") received notice regarding a blackout period for the Company's Retirement and Savings Plan (the "Genworth Plan"). The Genworth Plan will be transitioning certain recordkeeping services from Alight Solutions to Fidelity Investments beginning August 1, 2025. As a result of this transition, there will be a blackout period during which participants and beneficiaries in the Genworth Plan will be temporarily unable to change their contribution rate, direct or diversify investments in their individual accounts (including transfers into or out of Genworth Financial, Inc. common stock), or obtain a loan, withdrawal or distribution from their Genworth Plan account. The blackout period is expected to begin at 4:00 p.m. Eastern Time on July 25, 2025, and end during the week of August 24, 2025 (the "Blackout Period").

On July 18, 2025, the Company sent a notice (the "Blackout Notice") to its directors and executive officers pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934, as amended. The Blackout Notice informed directors and executive officers that during the Blackout Period, they will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring any common stock of the Company acquired in connection with their service as a director or employment as an executive officer.

A copy of the Blackout Notice is attached as Exhibit 99.1 and is incorporated by reference in this Current Report on Form 8-K. During the Blackout Period and for a period of two years after the ending date of the Blackout Period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the Blackout Period and other information regarding the Blackout Period by contacting David Kurzawa, Chief Securities Counsel by telephone at 804-662-2632, or by mail at 11011 West Broad Street, Glen Allen, Virginia 23060.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

**99.1**     [Notice Provided to Directors and Executive Officers of Genworth Financial, Inc., dated July 18, 2025](#)

**104**     Cover Page Interactive Data File (the Cover Page Interactive Data File is embedded within the Inline XBRL document)

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**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: July 18, 2025

By: /s/ Michael J. McCullough

Michael J. McCullough

Senior Vice President and Corporate Secretary

**Important Notice to Directors and Executive Officers of Genworth Financial, Inc.  
Regarding Blackout Period and Regulation BTR (Blackout Trading Restrictions)**

**July 18, 2025**

The purpose of this notice is to inform you of a “blackout period” under the Genworth Retirement and Savings Plan (the “Genworth Plan”), during which you will be prohibited from engaging in transactions involving the common stock of Genworth Financial, Inc. (the “Company”) that you acquire or previously acquired in connection with your service as a director or employment as an executive officer of the Company. We are required to provide this notice to you under Rule 104 of Regulation BTR promulgated by the U.S. Securities and Exchange Commission pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002.

Reason for the Blackout Period

The Genworth Plan will transition certain recordkeeping services from Alight Solutions to Fidelity Investments, effective August 1, 2025.

Impact on Genworth Plan During the Blackout Period

During the Blackout Period (as defined below), Genworth Plan participants will have limited access to their accounts and will be unable to change their contribution rate, direct or diversify the investments in their individual accounts (including transfers into or out of Genworth Financial, Inc. common stock), or obtain a loan, withdrawal or distribution from their Genworth Plan account.

Length of Blackout Period

The Blackout Period is expected to begin at 4:00 p.m. Eastern Time on July 25, 2025, and end during the week of August 24, 2025 (the “Blackout Period”). During the Blackout Period you may obtain, without charge, information as to whether the Blackout Period has begun or ended by contacting David Kurzawa, Chief Securities Counsel by telephone at 804-662-2632, or by mail at 11011 West Broad Street, Glen Allen, Virginia 23060.

Restrictions on Directors and Executive Officers During the Blackout Period

During the Blackout Period, directors and executive officers of the Company will be subject to trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. These restrictions generally prohibit the direct or indirect purchase, sale, or other acquisition or transfer of any common stock of the Company, or any derivatives of the Company’s common stock, acquired in connection with your service as a director or employment as an executive officer of the Company, regardless of whether you participate in the Genworth Plan. Please note that these prohibitions are not limited to those transactions involving your direct ownership, but include any transaction in which you have a pecuniary interest, such as transactions involving immediate family members living in your household and certain entities in which you have financial involvement. While several narrow exceptions to this prohibition exist, you should not engage in any transaction without first confirming with David Kurzawa whether an exception is available.

Questions or Additional Information

The rules described above apply in addition to the other restrictions on trading activity under the Company’s Insider Trading Policy. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

If you have any questions, please contact David Kurzawa, Chief Securities Counsel by telephone at 804-662-2632, or by mail at 11011 West Broad Street, Glen Allen, Virginia 23060.