
**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**

October 29, 2026
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)**

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

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

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

23060
(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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.001 per share	GNW	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Thomas J. McNerney

On October 30, 2026, Genworth Financial, Inc. (the “Company”) announced that Thomas J. McNerney will retire as President and Chief Executive Officer (Principal Executive Officer) of the Company, effective as of the close of business on December 31, 2026. Mr. McNerney will also resign as a member of the Board of Directors of the Company (the “Board”) at the same time. Mr. McNerney’s retirement is not a result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Appointment of Jerome T. Upton as President and Chief Executive Officer and Board Member

In connection with Mr. McNerney’s retirement, the Board will appoint Jerome T. Upton as President and Chief Executive Officer (Principal Executive Officer) of the Company, effective as of January 1, 2027. The Board will also elect Mr. Upton to the Board to fill the vacancy resulting from Mr. McNerney’s resignation from the Board effective as of January 1, 2027. Until such time, Mr. McNerney and Mr. Upton will work together to ensure a seamless transition.

Information about Mr. Upton’s business experience is reported in our Annual Report on Form 10-K filed on February 27, 2026 at Item 10 (*Directors, Executive Officers and Corporate Governance*). As previously announced on October 8, 2026, in connection with the resignation of Darren W. Woodell, Mr. Upton will also serve as the Company’s Principal Accounting Officer on an interim basis, effective in early November 2026. Additionally, as previously reported, Mr. Upton served as Interim President and Chief Executive Officer (Principal Executive Officer) of the Company from July 7, 2026 to September 2, 2026, while Mr. McNerney was on a medical leave of absence.

Appointment of Angela R. Simmons as Executive Vice President and Chief Financial Officer

In connection with Mr. Upton’s appointment as President and Chief Executive Officer, Angela R. Simmons will be appointed as Executive Vice President and CFO (Principal Financial Officer) of the Company effective as of January 1, 2027.

Ms. Simmons, age 53, has been with Genworth since 2002, holding leadership roles spanning capital markets, SEC reporting, controllership and finance. Prior to becoming the CFO of the Company’s Closed Block businesses in 2020, Ms. Simmons served as Controller for the Company’s U.S. Life Insurance business and spent more than a decade leading the Company’s SEC Reporting function. Ms. Simmons received a B.S. in Accounting from the University of Virginia.

Other Information

There are no arrangements or understandings between Mr. Upton or Ms. Simmons and any other persons pursuant to which either of them expects to be appointed. Neither Mr. Upton nor Ms. Simmons has any family relationship with any of the Company’s directors or executive officers or any person nominated or chosen by the Company to become a director or executive officer. Neither Mr. Upton nor Ms. Simmons has any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

The Company expects to approve new compensation terms for Mr. Upton and Ms. Simmons at a later date with respect to their new positions, and the Company will disclose those compensatory terms by an amendment to this Report.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing these events is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. Furthermore, the information in this Item 7.01 of this Current Report on Form 8-K, including the exhibit furnished pursuant to Item 99.1, shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filings.

Item 9.01 Financial Statements and Exhibits.

The following materials are furnished as exhibits to this Current Report on Form 8-K:

Exhibit Number	Description of Exhibit
99.1	Press Release dated October 30, 2026
104	Cover Page Interactive Data File (the Cover Page Interactive Data File is embedded within the Inline XBRL document)

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: October 30, 2026

By: /s/ Michael J. McCullough

Michael J. McCullough

Senior Vice President and Corporate Secretary

Genworth Financial Announces Leadership Transition

**Thomas J. McInerney, President & CEO, to Retire December 31, 2026
Jerome Upton Named President & CEO, Angela Simmons Named CFO,
Effective January 1, 2027**

Richmond, VA (October 30, 2026) – Genworth Financial, Inc. (NYSE: GNW) today announced that Tom McInerney has notified the Board of Directors of his decision to retire as President & Chief Executive Officer and step down from Genworth's Board of Directors, effective December 31, 2026. At that time, the Board of Directors expects to name Jerome Upton, currently Genworth's Chief Financial Officer, as President and CEO and appoint him to Genworth's Board of Directors. Angela Simmons, currently Chief Financial Officer of Genworth's Closed Block, is expected to become Executive Vice President and Chief Financial Officer.

"On behalf of the Board, I want to thank Tom for his outstanding leadership and commitment to Genworth," said Melina Higgins, Chair of Genworth's Board of Directors. "During his tenure, Genworth significantly strengthened its financial foundation, delivered substantial value to shareholders, and advanced a vision for the future of the company in CareScout. The Board is confident that Jerome will carry this strong progress forward. Jerome's deep knowledge of Genworth, broad leadership experience, and integral role in shaping our strategy make him the right leader to guide the next chapter for the company."

"I am grateful for the Board's confidence and honored to lead Genworth in this new chapter," said Upton. "Over the past 28 years, I have developed a deep appreciation and understanding of our people, our businesses, and the customers who depend on us. I look forward to building on the strong foundation we established under Tom's leadership, executing our strategy with discipline, and working every day to create long-term value for our customers, shareholders, and associates."

"It has been a privilege to lead Genworth over the past 14 years and work with such talented and dedicated people," said McInerney. "I am very proud of the progress we have made together—from strengthening our financial position and returning capital to shareholders to addressing the challenges of our legacy long-term care business and launching CareScout. Jerome has been a trusted partner in

this work, and I believe he, Angela, and the broader management team will continue to position Genworth for long-term success.”

Jerome Upton has been with the company and its predecessors since 1998 and has served as Genworth’s CFO since March 2023. Over that time, he has held several executive leadership roles in finance and operations across different business lines and geographies. Jerome’s contributions have been integral in developing Genworth’s strategy, and he has worked closely with Tom to drive the company’s improved financial and operating position.

Angela Simmons has been with Genworth since 2002, holding leadership roles spanning capital markets, SEC reporting, controllership and finance. Prior to becoming the Closed Block CFO in 2020, Angela served as Controller for U.S. Life Insurance and spent more than a decade leading Genworth’s SEC Reporting function. She played an integral role in ensuring Genworth’s financial strength over time and maintaining the self-sustainability of its Closed Block.

About Genworth Financial

Genworth Financial, Inc. (NYSE: GNW) is a publicly traded holding company headquartered in Richmond, Virginia. Through its family of brands—including CareScout, Genworth, and Enact—Genworth uses its more than 150 years of experience to help families navigate the aging journey with clarity and confidence, offering guidance, products, and services that support caregiving decisions, long-term care planning, and the financial challenges of aging. Genworth is the majority owner of Enact Holdings, Inc. (Nasdaq: ACT), a leading U.S. mortgage insurance provider. For more information, visit <https://www.genworth.com>.

Cautionary Note Regarding Forward Looking Statements

This release contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “seeks,” “estimates,” “will,” “may” or words of similar meaning and include, but are not limited to, statements regarding the outlook for the company’s future business and financial performance. Forward-looking statements are based on management’s current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially from those in the forward-looking statements or views expressed in this press release. These risks and uncertainties include, but are not limited to, those disclosed in the risk factor section of Genworth’s Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission (SEC) on

February 27, 2026. Genworth undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities laws

#

Contact Information:

Investors:

Christine Jewell

InvestorInfo@genworth.com

Media:

Evans Mandes

Evans.Mandes@genworth.com

