SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Karawan Gregory S.	GENWORTH FINANCIAL INC [GNW]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	
C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET		

Relationship:
- Director
- X Officer (give title below)
- 10% Owner
- Other (specify below)

EVP and General Counsel

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
- X Form filed by One Reporting Person
- Form filed by More than One Reporting Person

(Street)

RICHMOND   VA   23230

(City)   (State)   (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/16/2024		M		21,891	A	(1)	179,388	D	
Class A Common Stock	02/16/2024		F		7,184(2)	D	$6.19	172,204	D	
Class A Common Stock	02/16/2024		M		30,864	A	(1)	203,068	D	
Class A Common Stock	02/16/2024		F		9,291(2)	D	$6.19	193,777	D	
Class A Common Stock								4,767.907	I	by 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/16/2024		M			21,891	(3)	(3)	Class A Common Stock	21,891	$0	43,783	D	
Restricted Stock Units	(1)	02/16/2024		M			30,864	(3)	(3)	Class A Common Stock	30,864	$0	30,865	D	

Explanation of Responses:

1. Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.

2. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 16, 2024.

3. Restricted Stock Units vested and converted to Class A Common Stock on February 16, 2024.

/s/ David F. Kurzawa, by power of attorney   02/21/2024

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.