

GENWORTH FINANCIAL INC
Form 8-K
October 25, 2006

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 24, 2006

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)

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

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

(804) 281-6000

23230
(Zip Code)

(Registrant's telephone number, including area code)

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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))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On October 24, 2006, Rivermont Life Insurance Company I (Rivermont I), a special purpose financial captive insurance company wholly owned by First Colony Life Insurance Company (First Colony), itself an indirect wholly-owned subsidiary of Genworth Financial, Inc. (the Company), issued \$315,000,000 in aggregate principal amount of floating rate surplus notes due 2050 (the Notes). Rivermont I has received regulatory approval to issue additional series of its floating rate surplus notes up to an aggregate principal amount of \$475,000,000 (including the Notes), but is under no obligation to do so. The Notes are direct financial obligations of Rivermont I and are not guaranteed by First Colony or the Company.

The Notes were issued by Rivermont I to fund statutory reserves for policies subject to Valuation of Life Insurance Policies Regulation (more commonly known as Regulation XXX), as clarified by Actuarial Guideline 38 (more commonly known as AXXX) and its predecessor regulations. Rivermont I has reinsured from First Colony, on a combination coinsurance and modified coinsurance basis, certain universal life insurance policies with secondary guarantees written or reinsured by First Colony. The Company has agreed to provide a limited guaranty to Rivermont I to mitigate certain interest rate risks associated with this reinsurance. First Colony has also agreed to indemnify Rivermont I for certain limited costs.

The Notes have been sold to Lehman Brothers Inc. for deposit into certain Delaware trusts (the Trusts) that will issue money market or term securities (the Securities). The holders of the Notes cannot require repayment from the Company or any of its subsidiaries, other than Rivermont I, the direct issuer of the Notes. The Company has also agreed, under certain circumstances, to provide to the Trusts a certain amount of liquidity in the event that the Trusts do not have sufficient funds available to fully redeem the Securities at the stated maturity date.

Rivermont I will pay interest on the principal amount of the Notes on a monthly basis, subject to regulatory approval. Any payment of principal of, including by redemption, or interest on the Notes may only be made with the prior approval of the Director of Insurance of the State of South Carolina in accordance with the terms of its licensing order and in accordance with applicable law. The holders of the Notes have no rights to accelerate payment of principal of the Notes under any circumstances, including without limitation, for nonpayment or breach of any covenant. Rivermont I reserves the right to repay the Notes at any time, subject to the terms of the Notes and prior regulatory approval.

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 25, 2006

By: /s/ Scott R. Lindquist
Scott R. Lindquist
Vice President and Controller