

**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**

August 19, 2020
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 7.01 Regulation FD Disclosure

On August 19, 2020, Genworth Financial, Inc. (“Genworth”) issued a press release announcing the commencement of a private offering of senior notes (the “Notes”) by its indirect subsidiary, Genworth Mortgage Holdings, Inc. (“GMHI”), a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Notes are being offered for sale in transactions exempt from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”) to qualified institutional buyers pursuant to Rule 144A under the Securities, and to non-U.S. persons outside the United States in compliance with Regulation S under the Securities Act.

As a result, they may not be offered or sold in the United States or to, or for the benefit of, any U.S. persons except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act

In connection such private offering, prospective investors will be provided with certain financial statements and other disclosures relating to GMHI. Excerpts of this information have been posted on Genworth’s website, www.genworth.com, under the “Investors” section.

The information contained in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the 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. The information contained in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

No information contained on, or accessible through, Genworth’s website is incorporated by reference herein, and the above website address is included only as an inactive textual reference and we do not intend it to be an active link to such website.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, nor shall there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offering of securities will be made only by means of the confidential offering memorandum.

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

99.1 [Press Release dated August 19, 2020](#)

104 Cover Page Interactive Data File (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.

Date: August 19, 2020

GENWORTH FINANCIAL, INC.

By: /s/ Ward E. Bobitz

Ward E. Bobitz

Executive Vice President and General Counsel

6620 West Broad Street
Richmond, VA 23230

News Release



Genworth Announces Proposed Private Offering of \$750 Million of Senior Notes Due 2025 by its Subsidiary Genworth Mortgage Holdings, Inc.

Richmond, VA (August 19, 2020) – Genworth Financial, Inc. (NYSE: GNW) today announced that its indirect wholly-owned subsidiary, Genworth Mortgage Holdings, Inc. (“GMHI”), is proposing to offer and sell, subject to market and other conditions, \$750 million in aggregate principal amount of its senior notes due 2025 (the “Notes”) in a private offering (the “Offering”) that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Notes will not be guaranteed by Genworth Financial, Inc., any of its subsidiaries or any of GMHI’s subsidiaries.

GMHI expects to initially retain \$300 million of the net proceeds and the remaining net proceeds will be distributed to GMHI’s direct parent, Genworth Holdings, Inc. Pursuant to its agreement with AXA S.A., Genworth Holdings, Inc. intends to repay or reduce upcoming debt maturities in an amount equal to the net proceeds of the Offering (less certain amounts held back to fund interest payments, and offering costs and expenses).

The Notes will be offered only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-U.S. Persons in accordance with Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or any state securities laws. As a result, they may not be offered or sold in the United States or to, or for the benefit of, any U.S. persons except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, nor shall there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offering of securities will be made only by means of the confidential offering memorandum.

Cautionary Note Regarding Forward-Looking Statements

This communication includes certain statements that may constitute “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “seeks,” “estimates,” “will” or words of similar meaning, and include statements regarding the proposed Offering, the closing thereof and the use of proceeds thereof. 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 and factors that may cause such a difference include, but are not limited to, risks and uncertainties related to: (i) GMHI’s ability to complete the proposed Offering on favorable terms, or at all, (ii) further rating agency actions and downgrades in Genworth’s financial strength ratings or those of its subsidiaries; (iii) changes in applicable laws or regulations; (iv) other risks and uncertainties described in Genworth’s Annual Report on Form 10-K, filed with the SEC on February 27, 2020, and Genworth’s Quarterly Reports on Form 10-Q, filed with the SEC on May 6, 2020 and August 5, 2020, respectively. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Genworth’s consolidated financial condition, results of operations, credit ratings or liquidity. Accordingly, we caution you against relying on any forward-looking

statements. Further, forward-looking statements should not be relied upon as representing Genworth's views as of any subsequent date, and Genworth does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.