

GENWORTH FINANCIAL INC Filed by GE FINANCIAL ASSURANCE HOLDINGS INC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 03/31/05

Address 6620 WEST BROAD STREET

RICHMOND, VA 23230

Telephone 804-281-6000

CIK 0001276520

Symbol GNW

SIC Code 6311 - Life Insurance

Fiscal Year 12/31

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G (RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. 1)*

GENWORTH FINANCIAL, INC.

(Name of Issuer)

Class A Common Stock, \$.001 par value per share

(Title of Class of Securities)

37247D106

(CUSIP Number)

March 30, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)

[] Rule 13d-1(c)

[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS 1.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) GE Financial Assurance Holdings, Inc. 54-1820180 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delawate 5 SOLE VOTING POWER 0 NUMBER OF SHARES BENEFICIALLY OWNED BY BACKING PERSON NITH 6 SHARED VOTING POWER 241,216,559 7 SOLE DISPOSITIVE POWER 0 6 SHARED DISPOSITIVE POWER 241,216,559 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 243,216,559 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5 1.74 12 TYPE OF REPORTING PERSON	CUSIP No.	37247D106		13G	Page 2
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		51.7%			
со	12	TYPE OF REPORTING	PERSON		
		CO			

CUSIP No. 3	7247D106 		13G	Page 3	
1	NAMES OF REPORTIN		OF ABOVE PERSONS (ENTITIES ONLY)		
	GEI, Inc. 75-1545331				
2			F A MEMBER OF A GROUP	(a) [] (b) [X]	
3	SEC USE ONLY				
4	CITIZENSHIP OR PL	ACE OF ORG	SANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
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	51.7%				
12	TYPE OF REPORTING	PERSON			
	CO				

CUSIP No. 3	7247D106		13G	Page 4
1	NAMES OF REPORTIN		OF ABOVE PERSONS (ENTITIES ONLY)	
	General Elect 13-1500700	ric Capita	al Corporation	
2			F A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP OR PI	ACE OF OR	SANIZATION	
	Delaware			
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			243,216,559	
9	AGGREGATE AMOUNT	BENEFICIAI	LY OWNED BY EACH REPORTING PERSON	
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10	CHECK BOX IF THE	AGGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
11	PERCENT OF CLASS	REPRESENTE	ED BY AMOUNT IN ROW 9	
	51.7%			
12	TYPE OF REPORTING	PERSON		
	CO			

1 NAMES OF REPORTING PERSONS 1.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) General Electric Capital Services, Inc. 65-1109503 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER 0 NUMBER OF SHARES BINDFER AN PERSON WITH 6 SHARED VOTING POWER 243,216,559 7 SOLE DISPOSITIVE POWER 0 8 SHARED DISPOSITIVE POWER 243,216,559 9 AGGREGATE AMOUNT RENEFICIALLY OWNED BY EACH REPORTING PERSON 243,216,559 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9) EXCLUDES CERTAIN SHARES [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 51.78 12 TYPE OF REPORTING PERSON	CUSIP No. 3	7247D106 		13G	Page 5
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51.7%	10	CHECK BOX IF THE A	GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
	11	PERCENT OF CLASS R	EPRESENTE	ED BY AMOUNT IN ROW 9	
12 TYPE OF REPORTING PERSON		51.7%			
	12	TYPE OF REPORTING	PERSON		

SIP No.	37247D106		13G		Page 6
1	NAMES OF REPORTI		OF ABOVE PERSONS (ENTITIES ONLY)		
	General Electric	Company			
2		RIATE BOX	IF A MEMBER OF A GROUP	(a) [] (b) [X]	
3	SEC USE ONLY				
4	CITIZENSHIP OR P	LACE OF ORC	GANIZATION		
	New York				
		5	SOLE VOTING POWER		
BENE OW RE P	HARES FICIALLY NED BY EACH PORTING ERSON WITH				
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	243,216,559				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []				
11	PERCENT OF CLASS	REPRESENTE	ED BY AMOUNT IN ROW 9		
	51.7%				

This Amendment No. 1 to Schedule 13G with respect to Genworth Financial, Inc. is being filed by GE Financial Assurance Holdings, Inc., GEI, Inc., General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company (collectively, the "Reporting Persons") to amend the Schedule 13G (the "Schedule 13G") originally filed by the Reporting Persons on February 14, 2005. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule 13G.

ITEM 4. OWNERSHIP.

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference. As of March 30, 2005, GEFAHI was the direct beneficial owner of 243,216,559 shares of the Company's Class B Common Stock. GE, indirectly through subsidiaries, may be deemed to have beneficial ownership of these shares.

The Class B Common Stock may be owned only by GE and its affiliates. Upon any sale or other disposition by GE and its affiliates of shares of Class B Common Stock to any person other than GE or an affiliate of GE, such shares of Class B Common Stock automatically convert into shares of Class A Common Stock. In addition, on the first date on which GE and its affiliates no longer beneficially owns at least 10% of the aggregate number of shares of Class A Common Stock and Class B Common Stock outstanding, all outstanding shares of Class B Common Stock automatically convert into shares of Class A Common Stock. Shares of Class B Common Stock convert into shares of Class A Common Stock on a share-for-share basis.

Accordingly, as of March 30, 2005, each of the Reporting Persons beneficially owned 243,216,559 shares of Class A Common Stock, representing approximately 51.7% of the outstanding shares of Class A Common Stock determined in accordance with Rule 13d-3 under the Securities Exchange Act (based on (i) 227,019,954 shares of Class A Common Stock reported as outstanding as of March 30, 2005, by the Company in its Prospectus filed March 23, 2005, plus (ii) 243,216,559 shares of Class A Common Stock issuable upon conversion of the shares of Class B Common Stock beneficially owned by the Reporting Persons).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 31, 2005

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: /s/ Briggs Tobin

Name: Briggs Tobin
Title: Attorney-in-fact

GEI, INC.

By: /s/ Briggs Tobin

Name: Briggs Tobin Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Briggs Tobin

Name: Briggs Tobin Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Briggs Tobin

Name: Briggs Tobin Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Briggs Tobin

Name: Briggs Tobin Title: Attorney-in-fact

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