

GENWORTH FINANCIAL INC

FORM SC TO-C

(Written communication relating to an issuer or third party)

Filed 05/14/09

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
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Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934



GENWORTH FINANCIAL, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Stock Options and Stock Appreciation Rights to Acquire
Class A Common Stock, \$0.001 par value
(Title of Class of Securities)

37247D106

(CUSIP Number of Class of Securities (Underlying Class A Common Stock))

Leon E. Roday, Esq.
Senior Vice President, General Counsel and Secretary
Genworth Financial, Inc.
6620 West Broad Street
Richmond, Virginia 23230
(804) 281-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

John B. Shannon
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street, NW
Atlanta, GA 30309-3424
(404) 881-7466

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

The 2009 Annual Meeting of Stockholders of Genworth Financial, Inc. (the “Company”) was held on May 13, 2009. At the Annual Meeting, the stockholders of the Company approved an amendment to the 2004 Genworth Financial, Inc. Omnibus Incentive Plan (the “Omnibus Plan”) to permit the Company to implement a one-time equity exchange program for certain employees other than the Company’s named executive officers and directors (the “Exchange Program”). In connection with the Exchange Program, the Company is herewith filing an intranet posting available to the Company’s employees on May 14, 2009. This filing does not constitute an offer to holders of the Company’s stock options and stock appreciation rights (“SARs”) to exchange those stock options and SARs. Even though the requisite stockholder approval has been obtained, the Management Development and Compensation Committee of the Board of Directors of the Company has the discretion to determine if and when to implement the Exchange Program.

The Exchange Program has not yet commenced. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (“SEC”) upon the commencement of the Exchange Program. Persons who are eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange Program.

The Company’s stockholders and stock option and SAR holders will be able to obtain the written materials described above and other documents filed by the Company with the SEC free of charge from the SEC’s website at www.sec.gov. In addition, stockholders and stock option and SAR holders may obtain free copies of the documents filed by the Company with the SEC by directing a written request to: Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230, Attention: Investor Relations.

Item 12. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Intranet Posting Available to Genworth Employees on May 14, 2009 (filed herewith).

Intranet Posting Available to Genworth Employees on May 14, 2009:

On May 13, 2009, at Genworth's Annual Meeting of Stockholders, stockholders voted to approve an amendment to the plan under which we grant equity incentive awards to our employees and directors. The amendment will allow Genworth to implement a voluntary one-time, value-for-value equity exchange program.

The exchange program would allow eligible employees to exchange certain outstanding stock options and stock appreciation rights (SARs) awarded by the company for a reduced number of stock options and SARs having an exercise price equal to the fair market value of our common stock as of the date the replacement awards are granted.

More information about the exchange program will be sent to eligible employees if and when we commence the exchange program. The Management Development and Compensation Committee of the Board of Directors has up to 180 days after the stockholder vote to authorize and commence the exchange program. In the interim, you can find additional information in our 2009 Proxy Statement and "Frequently Asked Questions for Employees".

Important Legal Disclosure

We have not yet commenced the exchange program to which this communication pertains. Genworth will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission ("SEC") upon the commencement of the exchange program. Persons who may be eligible to participate in the exchange program should read the Tender Offer Statement on Schedule TO, including the Offering Memorandum and other related materials, when those materials become available because they will contain important information about the exchange program.

Genworth stockholders and holders of stock options and SARs will be able to obtain the written materials described above and other documents filed by Genworth with the SEC free of charge from the SEC's website at www.sec.gov. In addition, stockholders and holders of stock options and SARs may obtain free copies of the documents filed by Genworth with the SEC by directing a written request to: Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230, Attention: Investor Relations.