

# GENWORTH FINANCIAL INC

Filed by  
**FMR LLC**

## **FORM SC 13G** (Statement of Ownership)

Filed 02/14/14

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	0000 - Unknown
Fiscal Year	12/31

**SCHEDULE 13G**

Amendment No. 0

**Genworth Financial Incorporated**

Class A Common Stock  
Cusip #37247D106

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**Item 1: Reporting Person - FMR LLC**

**Item 4: Delaware**

**Item 5: 726,652**

**Item 6: 0**

**Item 7: 33,250,402**

**Item 8: 0**

**Item 9: 33,250,402**

**Item 11: 6.727%**

**Item 12: HC**

**Cusip #37247D106**

**Item 1: Reporting Person - Edward C. Johnson 3d**

**Item 4: United States of America**

**Item 5: 0**

**Item 6: 0**

**Item 7: 33,250,402**

**Item 8: 0**

**Item 9: 33,250,402**

**Item 11: 6.727%**

**Item 12: IN**

**SCHEDULE 13G - TO BE INCLUDED IN**

**STATEMENTS**

**FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)**

**Item 1(a). Name of Issuer:**

**Genworth Financial Incorporated**

**Item 1(b). Name of Issuer's Principal Executive Offices:**

6620 West Broad Street  
Richmond, VA 23230

**Item 2(a). Name of Person Filing:**

**FMR LLC**

**Item 2(b). Address or Principal Business Office or, if None,  
Residence:**

245 Summer Street, Boston,

Massachusetts 02210

**Item 2(c). Citizenship:**

Not applicable

**Item 2(d). Title of Class of Securities:**

## Class A Common Stock

### Item 2(e). CUSIP Number:

37247D106

### Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)

and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

### Item 4. Ownership

(a)	Amount Beneficially Owned:	33,250,402
(b)	Percent of Class:	6.727%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote:	726,652
(ii)	shared power to vote or to direct the vote:	0
(iii)	sole power to dispose or to direct the disposition of:	33,250,402

(iv) shared power to dispose or to direct the disposition of: 0

### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock of Genworth Financial Incorporated. No one person's interest in the Class A Common Stock of Genworth Financial Incorporated is more than five percent of the total outstanding Class A Common Stock.

### Item 7. Identification and Classification of the Subsidiary Which

Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

### Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

### Item 9. Notice of Dissolution of Group.

Not applicable.

### Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

### Signature

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.

February 13, 2014

Date

*/s/ Scott C. Goebel  
Signature*

*Scott C. Goebel  
Duly authorized under Power of Attorney  
effective as of June 1, 2008 by and on behalf of FMR LLC  
and its direct and indirect subsidiaries*

**SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)**

Pursuant to the instructions in Item 7 of Schedule 13G,  
Fidelity Management & Research Company ("Fidelity"), 245

Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 32,523,750 shares or 6.580% of the Class A Common Stock outstanding of Genworth Financial Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 32,523,750 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 156,055 shares or 0.032% of the Class A Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 156,055 shares and sole power to vote or to direct the voting of 156,055 shares of Class A Common Stock owned by the institutional account (s) as reported above.

Strategic Advisers, Inc., 245 Summer Street, Boston, MA 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC's beneficial ownership includes 20,124 shares, or 0.004%, of the Class A Common Stock outstanding of Genworth Financial Incorporated, beneficially owned through Strategic Advisers, Inc.

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 550,473 shares or 0.111% of the outstanding Class A Common Stock of the Genworth Financial Incorporated as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 550,473 shares and sole power to vote or to direct the voting of 550,473 shares of Class A Common Stock owned by the institutional accounts managed by PGATC as reported above.

**SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS**

**FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT**

The undersigned persons, on February 13, 2014, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Class A Common Stock of Genworth Financial Incorporated at December 31, 2013.

**FMR LLC**

*By /s/ Scott C. Goebel  
Scott C. Goebel  
Duly authorized under Power of Attorney effective as  
of June 1, 2008, by and on behalf of FMR LLC and its direct  
and indirect subsidiaries*

**Edward C. Johnson 3d**

*By /s/ Scott C. Goebel  
Scott C. Goebel  
Duly authorized under Power of Attorney effective as  
of June 1, 2008, by and on behalf of Edward C. Johnson 3d*

**Fidelity Management & Research Company**

*By /s/ Scott C. Goebel  
Scott C. Goebel  
Senior V.P. and General Counsel*