

# GENWORTH FINANCIAL INC

## FORM FWP

(Free Writing Prospectus - Filing under Securities Act Rules 163/433)

Filed 03/23/11

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31



Genworth Financial, Inc.  
\$400,000,000  
7.625% SENIOR NOTES DUE 2021

Issuer:	Genworth Financial, Inc.
Ratings/Outlook*:	Baa3/Review for Possible Downgrade (Moody's) / BBB/Negative (S&P)
Securities:	7.625% Senior Notes due 2021
Format:	SEC Registered
Trade Date:	March 22, 2011
Settlement Date:	March 25, 2011 (T+3)
Maturity Date:	September 24, 2021
Principal Amount:	\$400,000,000
Price to Public:	100.0%
Underwriting Discount:	0.650%
Net Proceeds to Issuer:	\$397,400,000
Spread to Treasury Benchmark:	429.7 basis points
Treasury Benchmark:	3.625% due February 2021
Treasury Yield:	3.328%
Coupon:	7.625%
Yield to Maturity:	7.625%
Interest Payment Dates:	Semi-annually on March 24 and September 24 of each year, commencing on September 24, 2011
Optional Redemption:	Make-whole redemption at the discount rate of U.S. Treasuries + 50 basis points
Minimum Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Day Count Convention:	30/360
Payment Business Days:	New York
CUSIP; ISIN:	37247DAP1; US37247DAP15
Book-Running Managers:	Deutsche Bank Securities Inc., Goldman, Sachs & Co.
Co-Managers:	Credit Suisse Securities (USA) LLC, U.S. Bancorp Investments, Inc.

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time. Each credit rating should be evaluated independently of any other credit rating.

**The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Book-Running Managers will arrange to send you the prospectus if you request it by contacting Deutsche Bank Securities Inc. at 1-800-503-4611 and Goldman, Sachs & Co. at 1-866-471-2526.**