

GENWORTH FINANCIAL INC

FORM 8-K (Current report filing)

Filed 09/28/04 for the Period Ending 09/27/04

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

**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**

September 28, 2004
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)

33-1073076
(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)

N/A
(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))
-

Item 2.02. Results of Operations and Financial Condition.

On September 28, 2004, Genworth Financial, Inc. released additional selected financial data for the three-month periods ended September 30, 2003 and December 31, 2003. This information will facilitate a comparison to results for the comparable periods in 2004 when they are released. A copy of this financial data is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Current Report on Form 8-K (including the exhibit) 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 of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01(c). Financial Statements and Exhibits.

The following material is furnished as an exhibit to this Current Report on Form 8-K:

Exhibit Number	Description of Exhibit
99.1	Selected financial data for the three-month periods ended September 30, 2003 and December 31, 2003.

SIGNATURE

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.

GENWORTH FINANCIAL, INC.

DATE: September 28, 2004

By: /s/ Richard P. McKenney

Richard P. McKenney
Senior Vice President –
Chief Financial Officer

Exhibit Index

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Selected financial data for the three-month periods ended September 30, 2003 and December 31, 2003.

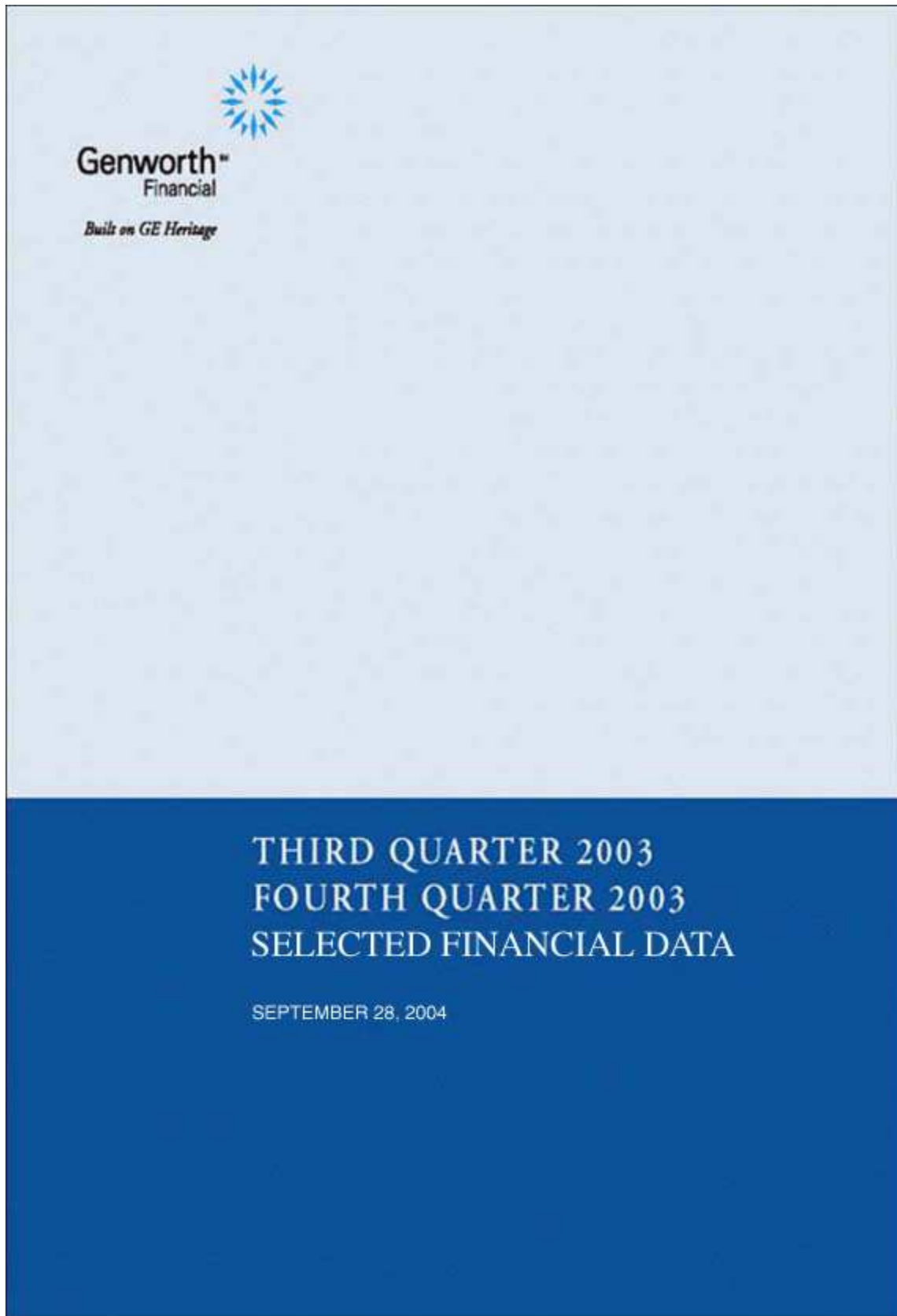


Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

	Page
Table of Contents	
Letter from Genworth Investor Relations	2
Basis of Historical and Pro Forma Selected Financial Information	3
<u>Pro Forma Financial Data By Segment</u>	
Pro Forma Segment Net Earnings - Protection	5
Pro Forma Segment Net Earnings - Retirement Income and Investments	6
Pro Forma Segment Net Earnings - Mortgage Insurance	7
<u>Historical Financial Data By Segment</u>	
Historical Segment Net Earnings - Protection	9
Historical Segment Net Earnings - Retirement Income and Investments	10
Historical Segment Net Earnings - Mortgage Insurance	11

Table of Contents

**GENWORTH FINANCIAL
3Q & 4Q 2003 SELECTED FINANCIAL DATA**

Dear Investor/Analyst,

With the approach of the release of Genworth's third quarter financial results, we are taking this opportunity to provide additional financial information on prior periods. While the aggregate financial data for these periods has been publicly disseminated, selected financial detail for the third and fourth quarters of 2003 had not previously been provided in a format consistent with our Quarterly Financial Supplement.

This financial data contains both historical and pro forma earnings and other financial information for the third and fourth quarters of 2003. The historical data presented herein includes results of operations that were part of Genworth prior to its reorganization, which was completed in conjunction with its initial public offering (IPO), on May 28, 2004. The pro forma financial information, which is presented herein to facilitate a comparison of Genworth's period-to-period results, reflects the effects of the reinsurance transactions entered into as part of our corporate reorganization, as if these transactions had occurred on January 1, 2003.

Additional detail on the basis of presentation of historical and pro forma financial information is provided below.

Please call if you have any additional questions.

Regards,

Jean Peters
Senior Vice President
Investor Relations and Corporate Communications
804 662- 2693

Alicia Charity
Vice President
Investor Relations
804 662-2248

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Basis of Historical and Pro Forma Selected Financial Information

As part of a corporate reorganization effected in connection with the company's IPO, the company acquired substantially all of the assets and liabilities of GE Financial Assurance Holdings, Inc. (GEFAHI), an indirect subsidiary of GE. The company also acquired certain other insurance businesses that were owned by other GE subsidiaries but managed by members of the company's management team. In consideration for the assets that the company acquired and the liabilities that the company assumed, the company issued various equity and debt securities to GEFAHI.

The company has prepared its historical financial information as if the company had been in existence throughout all relevant periods. The historical financial information through the date of the corporate reorganization (May 24, 2004) includes all businesses that were owned by GEFAHI, including those that were not transferred to the company, as well as the other insurance businesses that the company acquired from other GE subsidiaries in connection with the corporate reorganization. The financial information after the date of the corporate reorganization does not include businesses that the company did not acquire from GEFAHI. As a result, the company's historical financial information for periods prior to the corporate reorganization is not comparable to historical financial information for periods ending after that date.

Prior to the completion of the IPO, the company entered into several significant reinsurance transactions with Union Fidelity Life Insurance Company (UFLIC), an indirect subsidiary of GE. As part of these transactions, the company ceded to UFLIC, effective as of January 1, 2004, policy obligations under all of its in-force structured settlement contracts, which had reserves of \$12.0 billion, and substantially all of its in-force variable annuity contracts, which had general account reserves of \$2.8 billion and separate account reserves of \$7.9 billion, each as of December 31, 2003. These contracts represent substantially all of the company's contracts that were in force as of December 31, 2003 for these products. In addition, effective as of January 1, 2004, the company ceded to UFLIC policy obligations under a block of long-term care insurance policies, which had reserves of \$1.5 billion as of December 31, 2003. As part of the reinsurance transactions, UFLIC ceded to the company in-force blocks of Medicare supplement insurance, which had reserves of \$19 million.

The unaudited pro forma financial information contained herein reflects the company's historical combined financial information as adjusted to give effect to the reinsurance transactions with UFLIC as if these transactions had occurred as of January 1, 2003.

The unaudited pro forma financial information is based upon available information and assumptions that the company believes are reasonable. The unaudited pro forma financial information is for illustrative and informational purposes only and is not intended to represent or be indicative of what the company's financial condition or results of operations would have been had the transactions described above occurred on the dates indicated, nor what they may be in the future.

Note: The financial data below includes historical and pro forma results of operations for Genworth's Protection, Retirement Income and Investments and Mortgage Insurance segments. Please note that these results of operations do not include realized investment gains and losses, all of which are recorded in Genworth's Corporate and Other segment, whose results are not included in this report.

Table of Contents

**GENWORTH FINANCIAL
3Q & 4Q 2003 SELECTED FINANCIAL DATA**

PRO FORMA FINANCIAL DATA

4

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Pro Forma Segment Net Earnings - Protection (Dollar amounts in millions)

<i>Three months ended September 30, 2003</i>	Long Term			Group	Total
	Life	Care	Payment Protection Ins.		
REVENUES:					
Premiums	\$175	\$ 403	\$ 374	\$ 147	\$1,099
Net investment income	106	133	28	10	277
Policy fees and other income	79	—	4	7	90
Total revenues	360	536	406	164	1,466
BENEFITS AND EXPENSES:					
Benefits and other changes in policy reserves	139	373	101	94	707
Interest credited	64	28	—	—	92
Underwriting, acquisition and insurance expenses, net of deferrals	42	57	138	43	280
Amortization of deferred acquisition costs and intangibles	31	12	131	7	181
Interest expense	1	—	—	—	1
Total benefits and expenses	277	470	370	144	1,261
EARNINGS BEFORE INCOME TAXES	83	66	36	20	205
Provision for income taxes	31	24	11	7	73
SEGMENT NET EARNINGS	\$ 52	\$ 42	\$ 25	\$ 13	\$ 132
<i>Three months ended December 31, 2003</i>	Long Term			Group	Total
	Life	Care	Payment Protection Ins.		
REVENUES:					
Premiums	\$177	\$ 415	\$ 378	\$ 153	\$1,123
Net investment income	113	132	19	9	273
Policy fees and other income	78	5	5	6	94
Total revenues	368	552	402	168	1,490
BENEFITS AND EXPENSES:					
Benefits and other changes in policy reserves	166	361	106	104	737
Interest credited	63	27	—	—	90
Underwriting, acquisition and insurance expenses, net of deferrals	32	67	51	49	199
Amortization of deferred acquisition costs and intangibles	26	21	249	8	304
Interest expense	2	—	—	—	2
Total benefits and expenses	289	476	406	161	1,332
EARNINGS BEFORE INCOME TAXES	79	76	(4)	7	158
Provision for income taxes	29	29	1	3	62
SEGMENT NET EARNINGS	\$ 50	\$ 47	\$ (5)	\$ 4	\$ 96

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Pro Forma Segment Net Earnings - Retirement Income and Investments (Dollar amounts in millions)

<i>Three months ended September 30, 2003</i>	Spread Based		Spread Based	
	Retail Products	Fee Based Products	Institutional Products	Total
REVENUES:				
Premiums	\$ 237	\$ —	\$ —	\$237
Net investment income	288	11	82	381
Policy fees and other income	1	26	—	27
Total revenues	526	37	82	645
BENEFITS AND EXPENSES:				
Benefits and other changes in policy reserves	299	15	—	314
Interest credited	167	8	73	248
Underwriting, acquisition and insurance expenses, net of deferrals	26	6	1	33
Amortization of deferred acquisition costs and intangibles	25	5	—	30
Interest expense	—	—	—	—
Total benefits and expenses	517	34	74	625
EARNINGS BEFORE INCOME TAXES	9	3	8	20
Provision for income taxes	3	(1)	3	5
SEGMENT NET EARNINGS	\$ 6	\$ 4	\$ 5	\$ 15
<i>Three months ended December 31, 2003</i>	Spread Based		Spread Based	
	Retail Products	Fee Based Products	Institutional Products	Total
REVENUES:				
Premiums	\$ 303	\$ —	\$ —	\$303
Net investment income	301	13	80	394
Policy fees and other income	2	24	—	26
Total revenues	606	37	80	723
BENEFITS AND EXPENSES:				
Benefits and other changes in policy reserves	345	11	—	356
Interest credited	166	8	71	245
Underwriting, acquisition and insurance expenses, net of deferrals	38	23	3	64
Amortization of deferred acquisition costs and intangibles	46	(9)	—	37
Interest expense	—	—	—	—
Total benefits and expenses	595	33	74	702
EARNINGS BEFORE INCOME TAXES	11	4	6	21
Provision for income taxes	3	4	2	9
SEGMENT NET EARNINGS	\$ 8	\$ —	\$ 4	\$ 12

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Pro Forma Segment Net Earnings - Mortgage Insurance (Dollar amounts in millions)

	U. S.	International	Total
<i>Three months ended September 30, 2003</i>			
REVENUES:			
Premiums	\$123	\$ 59	\$182
Net investment income	31	25	56
Policy fees and other Income	9	4	13
Total revenues	163	88	251
BENEFITS AND EXPENSES:			
Benefits and other changes in policy reserves	38	6	44
Underwriting, acquisition and insurance expenses, net of deferrals	55	19	74
Amortization of deferred acquisition costs and intangibles	6	4	10
Total benefits and expenses	99	29	128
EARNINGS BEFORE INCOME TAXES	64	59	123
Provision for income taxes	13	17	30
SEGMENT NET EARNINGS	\$ 51	\$ 42	\$ 93
<i>Three months ended December 31, 2003</i>			
REVENUES:			
Premiums	\$127	\$ 67	\$194
Net investment income	31	27	58
Policy fees and other Income	6	4	10
Total revenues	164	98	262
BENEFITS AND EXPENSES:			
Benefits and other changes in policy reserves	42	4	46
Underwriting, acquisition and insurance expenses, net of deferrals	52	22	74
Amortization of deferred acquisition costs and intangibles	7	4	11
Total benefits and expenses	101	30	131
EARNINGS BEFORE INCOME TAXES	63	68	131
Provision for income taxes	24	30	54
SEGMENT NET EARNINGS	\$ 39	\$ 38	\$ 77

Pro Forma Segment Net Earnings is equivalent to Historical Segment Net Earnings for the Mortgage Insurance Segment.

Table of Contents

**GENWORTH FINANCIAL
3Q & 4Q 2003 SELECTED FINANCIAL DATA**

HISTORICAL FINANCIAL DATA

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Historical Segment Net Earnings - Protection (Dollar amounts in millions)

<i>Three months ended September 30, 2003</i>	Long Term			Group	Total
	Life	Care	Payment Protection Ins.		
REVENUES:					
Premiums	\$175	\$ 454	\$ 374	\$ 147	\$1,150
Net investment income	106	154	28	10	298
Policy fees and other income	79	1	4	7	91
Total revenues	360	609	406	164	1,539
BENEFITS AND EXPENSES:					
Benefits and other changes in policy reserves	139	440	101	94	774
Interest credited	64	28	—	—	92
Underwriting, acquisition and insurance expenses, net of deferrals	42	63	138	43	286
Amortization of deferred acquisition costs and intangibles	31	16	131	7	185
Interest expense	1	—	—	—	1
Total benefits and expenses	277	547	370	144	1,338
EARNINGS BEFORE INCOME TAXES	83	62	36	20	201
Provision for income taxes	31	22	11	7	71
SEGMENT NET EARNINGS	\$ 52	\$ 40	\$ 25	\$ 13	\$ 130
<i>Three months ended December 31, 2003</i>					
	Life	Long Term Care	Payment Protection Ins.	Group	Total
REVENUES:					
Premiums	\$177	\$ 473	\$ 378	\$ 153	\$1,181
Net investment income	113	164	19	9	305
Policy fees and other income	78	4	5	6	93
Total revenues	368	641	402	168	1,579
BENEFITS AND EXPENSES:					
Benefits and other changes in policy reserves	166	429	106	104	805
Interest credited	63	27	—	—	90
Underwriting, acquisition and insurance expenses, net of deferrals	32	82	51	49	214
Amortization of deferred acquisition costs and intangibles	26	29	249	8	312
Interest expense	2	—	—	—	2
Total benefits and expenses	289	567	406	161	1,423
EARNINGS BEFORE INCOME TAXES	79	74	(4)	7	156
Provision for income taxes	29	28	1	3	61
SEGMENT NET EARNINGS	\$ 50	\$ 46	\$ (5)	\$ 4	\$ 95

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Historical Segment Net Earnings - Retirement Income and Investments (Dollar amounts in millions)

	Spread Based Retail Products	Fee Based Products	Spread Based Institutional Products	Total
<i>Three months ended September 30, 2003</i>				
REVENUES:				
Premiums	\$ 237	\$ —	\$ —	\$237
Net investment income	506	30	82	618
Policy fees and other income	1	58	—	59
Total revenues	744	88	82	914
BENEFITS AND EXPENSES:				
Benefits and other changes in policy reserves	446	15	—	461
Interest credited	216	26	73	315
Underwriting, acquisition and insurance expenses, net of deferrals	28	16	1	45
Amortization of deferred acquisition costs and intangibles	26	23	—	49
Interest expense	—	—	—	—
Total benefits and expenses	716	80	74	870
EARNINGS BEFORE INCOME TAXES	28	8	8	44
Provision for income taxes	10	—	3	13
SEGMENT NET EARNINGS	\$ 18	\$ 8	\$ 5	\$ 31
<i>Three months ended December 31, 2003</i>				
REVENUES:				
Premiums	\$ 303	\$ —	\$ —	\$303
Net investment income	519	31	80	630
Policy fees and other income	1	57	—	58
Total revenues	823	88	80	991
BENEFITS AND EXPENSES:				
Benefits and other changes in policy reserves	495	13	—	508
Interest credited	215	26	71	312
Underwriting, acquisition and insurance expenses, net of deferrals	38	35	3	76
Amortization of deferred acquisition costs and intangibles	47	10	—	57
Interest expense	—	—	—	—
Total benefits and expenses	795	84	74	953
EARNINGS BEFORE INCOME TAXES	28	4	6	38
Provision for income taxes	11	2	2	15
SEGMENT NET EARNINGS	\$ 17	\$ 2	\$ 4	\$ 23

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

Historical Segment Net Earnings - Mortgage Insurance (Dollar amounts in millions)

	U. S.	International	Total
<i>Three months ended September 30, 2003</i>			
REVENUES:			
Premiums	\$123	\$ 59	\$182
Net investment income	31	25	56
Policy fees and other Income	9	4	13
Total revenues	<u>163</u>	<u>88</u>	<u>251</u>
BENEFITS AND EXPENSES:			
Benefits and other changes in policy reserves	38	6	44
Underwriting, acquisition and insurance expenses, net of deferrals	55	19	74
Amortization of deferred acquisition costs and intangibles	6	4	10
Total benefits and expenses	<u>99</u>	<u>29</u>	<u>128</u>
EARNINGS BEFORE INCOME TAXES	<u>64</u>	<u>59</u>	<u>123</u>
Provision for income taxes	13	17	30
SEGMENT NET EARNINGS	<u>\$ 51</u>	<u>\$ 42</u>	<u>\$ 93</u>
<i>Three months ended December 31, 2003</i>			
REVENUES:			
Premiums	\$127	\$ 67	\$194
Net investment income	31	27	58
Policy fees and other Income	6	4	10
Total revenues	<u>164</u>	<u>98</u>	<u>262</u>
BENEFITS AND EXPENSES:			
Benefits and other changes in policy reserves	42	4	46
Underwriting, acquisition and insurance expenses, net of deferrals	52	22	74
Amortization of deferred acquisition costs and intangibles	7	4	11
Total benefits and expenses	<u>101</u>	<u>30</u>	<u>131</u>
EARNINGS BEFORE INCOME TAXES	<u>63</u>	<u>68</u>	<u>131</u>
Provision for income taxes	24	30	54
SEGMENT NET EARNINGS	<u>\$ 39</u>	<u>\$ 38</u>	<u>\$ 77</u>

Pro Forma Segment Net Earnings is equivalent to Historical Segment Net Earnings for the Mortgage Insurance Segment.

Table of Contents

GENWORTH FINANCIAL 3Q & 4Q 2003 SELECTED FINANCIAL DATA

About Genworth Financial

Genworth is a leading insurance holding company, serving the lifestyle protection, retirement income, investment and mortgage insurance needs of more than 15 million customers, and has operations in 20 countries, including the U.S., Canada, Australia, the U.K. and more than a dozen other European countries. For more information, visit www.genworth.com

Inquiries:

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