

GENWORTH FINANCIAL INC  
Form 8-K  
March 17, 2010

**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**

**March 17, 2010**

**Date of Report**

**(Date of earliest event reported)**

**GENWORTH FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32195**  
(Commission  
File Number)

**33-1073076**  
(I.R.S. Employer  
Identification No.)

**6620 West Broad Street, Richmond, VA**  
(Address of principal executive offices)

**(804) 281-6000**

**23230**  
(Zip Code)

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At a meeting held on March 17, 2010, upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors of Genworth Financial Inc. (the Company ) increased the size of the Board to twelve directors and elected Steven W. Alesio as a new independent director. As of the date of election, Mr. Alesio will participate in the Company's compensation plans for non-management directors, as described in the director compensation summary filed as Exhibit 10.42 of the Company's Annual Report on Form 10-K for the year ended December 31, 2009. It is anticipated that the Board will determine Mr. Alesio's committee appointments in the future.

Mr. Alesio, age 55, has served as the Chairman of the Board of The Dun & Bradstreet Corporation ( D&B ) since May 2005, having served as its Chief Executive Officer from January 2005 to December 2009. He was named to D&B's board of directors in May 2002. He also served as D&B's Chief Operating Officer from May 2002 to December 2004, and as its President from May 2002 to February 2007. Mr. Alesio previously served as D&B's Senior Vice President of Global Marketing, Strategy Implementation, E-Business Solutions and Asia-Pacific/Latin America from January 2001 to April 2002. Before joining D&B, Mr. Alesio was with the American Express Company for 19 years, most recently serving as President and General Manager of the Business Services Group and as a member of that company's Planning and Policy Committee, a position he held from January 1996 to December 2000. Mr. Alesio has previously announced that he will retire from D&B effective June 30, 2010.

**SIGNATURES**

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: March 17, 2010

By: /s/ Leon E. Roday  
Leon E. Roday  
Senior Vice President, General Counsel and Secretary