

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

Date of Report (Date of Earliest Event Reported): November 5, 2015

Symetra Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33808

(Commission
File Number)

20-0978027

(I.R.S. Employer
Identification No.)

777 108th Avenue NE, Suite 1200, Bellevue, Washington

(Address of principal executive offices)

98004

(Zip Code)

Registrant's telephone number, including area code: (425) 256-8000

Not Applicable

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:

- 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.

(b) On November 5, 2015, David T. Foy, a Class III director of Symetra Financial Corporation, a Delaware corporation (the “Company”), tendered his resignation from the Company’s Board of Directors, effective November 6, 2015. Mr. Foy’s decision to resign did not involve any disagreement with the Company (including in relation to its operations, policies or practices), the Company’s management or the Company’s Board of Directors.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On November 5, 2015, the Company held a special meeting of its stockholders (the “Special Meeting”). The proposals submitted to the Company’s stockholders at the Special Meeting were:

- the adoption of the Agreement and Plan of Merger, dated as of August 11, 2015 (the “Merger Agreement”), by and among the Company, Sumitomo Life Insurance Company, a mutual company (*sougo kaisha*) organized under the laws of Japan (“Sumitomo”), and SLIC Financial Corporation, a Delaware corporation and wholly-owned subsidiary of Sumitomo (“Merger Sub”), as it may be amended, supplemented or otherwise modified from time to time, pursuant to which Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Sumitomo (the “Merger Proposal”); and
- the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to the Company’s named executive officers in connection with the merger (the “Advisory Compensation Proposal”).

The Merger Proposal and the Advisory Compensation Proposal were each described in greater detail in the Company’s definitive proxy statement, which was filed with the Securities and Exchange Commission on September 30, 2015. The Company’s stockholders approved both the Merger Proposal and the Advisory Compensation Proposal. The voting results for the Merger Proposal and the Advisory Compensation Proposal, including the number of votes cast for, against or withheld, and the number of abstentions and non-votes, with respect to each such proposal, are as follows:

Merger Proposal

| FOR | AGAINST | ABSTAIN | NON-VOTES |
|-------------------|----------------|----------------|------------------|
| <u>99,068,119</u> | <u>190,446</u> | <u>32,871</u> | <u>0</u> |

Advisory Compensation Proposal

| FOR | AGAINST | ABSTAIN | NON-VOTES |
|-------------------|------------------|----------------|------------------|
| <u>97,104,732</u> | <u>2,039,399</u> | <u>147,305</u> | <u>0</u> |

As of September 28, 2015, the record date for the Special Meeting, there were 116,154,402 shares of the Company’s common stock issued and outstanding and entitled to vote.

In connection with the Special Meeting, the Company also solicited proxies with respect to the adjournment of the Special Meeting to a later date or time, if necessary or appropriate, to solicit additional proxies if there were insufficient votes at the time of the Special Meeting or any adjournment or postponement thereof to adopt the Merger Agreement. As there were sufficient votes at the time of the Special Meeting to adopt the Merger Agreement, the adjournment or postponement of the Special Meeting to solicit additional proxies for such purpose was unnecessary and such proposal was not submitted to the Company’s stockholders for approval at the Special Meeting.

Item 8.01. Other Items.

On November 5, 2015, the Company issued a press release announcing the results of the Special Meeting. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---------------------------------------|
| 99.1 | Press Release, dated November 5, 2015 |

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.

SYMETRA FINANCIAL CORPORATION

By: /s/ David S. Goldstein

Name: David S. Goldstein

Title: Senior Vice President, General Counsel and Secretary

Dated: November 5, 2015

EXHIBIT INDEX

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Symetra Stockholders Approve Acquisition by Sumitomo

BELLEVUE, Wash.—(Nov. 5, 2015)—Symetra Financial Corporation (NYSE: SYA) (“Symetra”) today announced that its stockholders overwhelmingly adopted the Agreement and Plan of Merger, dated Aug. 11, 2015, among Symetra, Sumitomo Life Insurance Company (“Sumitomo”) and SLIC Financial Corporation, which provides for the acquisition of Symetra by Sumitomo, at a Special Meeting of Symetra’s stockholders held earlier today. More than 99.7 percent of votes cast at the Special Meeting were cast in favor of the transaction, representing more than 85.2 percent of all outstanding Symetra shares as of the record date for the Special Meeting.

Symetra continues to expect the transaction to close late in the first quarter or early in the second quarter of 2016. Completion of the transaction remains subject to various closing conditions, including, but not limited to, the receipt of certain regulatory approvals in Japan and the United States, and other customary closing conditions.

About Symetra

Symetra Financial Corporation (NYSE: SYA) is a diversified financial services company based in Bellevue, Wash. In business since 1957, Symetra provides employee benefits, annuities and life insurance through a national network of benefits consultants, financial institutions and independent agents and advisors. For more information, visit www.symetra.com.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this communication regarding the proposed transaction, the expected timetable for completing the proposed transaction, future financial and operating results, future capital structure and liquidity, benefits and synergies of the proposed transaction, future opportunities for the combined company, general business outlook and any other statements about the future expectations, beliefs, goals, plans or prospects of the board or management of Symetra constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words “expects,” “intends,” “anticipates,” “estimates,” “predicts,” “believes,” “should,” “potential,” “may,” “forecast,” “objective,” “plan,” or “targets,” and other similar expressions) are intended to identify forward-looking statements. There are a number of factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the proposed transaction; the ability to obtain requisite regulatory approvals and the satisfaction of the other conditions to the consummation of the proposed transaction; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers and customers, and any related impact on integration and anticipated synergies; and the other factors and financial, operational and legal risks or uncertainties described in Symetra’s public filings with the SEC, including the “Risk Factors” and “Forward-Looking Statements” sections of Symetra’s Annual Report on Form 10-K for the year ended December 31, 2014 and subsequent Quarterly Reports on Form 10-Q. Symetra disclaims any intention or obligation to update.

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