

Mann Thomas H
 Form 4
 February 15, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mann Thomas H

2. Issuer Name and Ticker or Trading Symbol
 GENWORTH FINANCIAL INC
 [GNW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EXECUTIVE VICE PRES - GENWORTH

C/O GENWORTH FINANCIAL,
 INC., 6620 WEST BROAD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, VA 23230

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/13/2008	A		7,334		(2)	(2)	Class A Common Stock	7,334
Stock Settled SARs	\$ 22.8	02/13/2008	A		88,000		(3)	02/13/2018	Class A Common Stock	88,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mann Thomas H C/O GENWORTH FINANCIAL, INC. 6620 WEST BROAD STREET RICHMOND, VA 23230			EXECUTIVE VICE PRES - GENWORTH	

Signatures

/s/ Richard J. Oelhafen, Jr.,
Attorney-in-Fact

02/15/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Units settle in Class A Common Stock on a 1:1 basis.
- (2) Restricted Stock Units reported on this Form 4 vest and convert to Class A Common Stock: 50% on 2/13/2011 and 50% on 2/13/2013.
- (3) Vests in 20% annual increments beginning on 2/13/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Any forward-looking statements herein are made as of the date of this filing, and the Company undertakes no duty to update or revise any such statements except as required by the federal securities laws. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are described in the Company's filings with the U.S. Securities and Exchange Commission (SEC) from time to time and which are accessible on the SEC's website at www.sec.gov, including in the section entitled "Risk Factors" in the Company's Form 10-K for the fiscal year ended December 31, 2015 and its Form 10-Q for the quarterly period ended July 1, 2016. Among the factors that could cause future results to differ materially from those provided in this Current Report on Form 8-K are: (i) the Company's ability to obtain Bankruptcy Court approval

with respect to motions in the Chapter 11 Cases, (ii) the effects of the Company's bankruptcy filing on the Company and on the interests of various constituents, (iii) Bankruptcy Court's rulings in the Chapter 11 Cases and the outcome of the cases in general, (iv) the length of time the Company will remain in bankruptcy, (v) risks associated with third-party motions in the Chapter 11 Cases, (vi) the potential adverse effects of the Chapter 11 Cases on the Company's liquidity or results of operations, (vii) increased legal costs to formulate and implement the Company's exit from bankruptcy, and other risks and uncertainties, (viii) the outcome of the adversary proceeding commenced by the Committee of Unsecured Creditors against, among others, Jansan Acquisition, LLC and Debtors' prepetition second priority lender, and (ix) the factors discussed in the section entitled "Risk Factors" in the Company's Form 10-K for the fiscal year ended December 31, 2015 and its Form 10-Q for the quarterly period ended July 1, 2016.

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.

KII LIQUIDATING INC.

Dated: November 13, 2017

/s/ Robert W. Zimmer

By:

Robert W. Zimmer

Its:

Chief Financial Officer