

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material under §240.14a-12

SYMETRA FINANCIAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SYMETRA TO BE ACQUIRED BY SUMITOMO LIFE

Symetra to Become Sumitomo Life's Primary U.S. Presence and Growth Platform

Sumitomo Life to Operate Symetra as Wholly-Owned Subsidiary
Is Expected to Maintain Current Strategy, Businesses, Employees, Management Team, Community Support and Headquarters

Compelling value provided to Symetra shareholders in the form of an all-cash premium transaction

Symetra maintains people, place, and culture

- Symetra is expected to retain its senior management, headquarters in Bellevue, employees and distribution network
- Combined companies are well positioned to execute on Symetra's business strategy and growth plans in the U.S.

Sumitomo Life is a top four life insurance company in Japan with over 100 years of operating history

- Symetra will become Sumitomo Life's platform for growth in the U.S.
- Transaction creates a global presence with over \$250 billion of combined assets



Founded	1957
Headquarters	Bellevue, WA
Employees	1,400
Footprint	U.S.
Key Products	Employee benefits, annuities, life insurance
Assets	USD \$34 billion at 6/30/2015
Total Revenues	USD \$2.2 billion in FY2014



Founded	1907
Headquarters	Tokyo and Osaka, Japan
Employees	Over 42,000
Footprint	Japan, U.K., China, Vietnam
Key Products	Life insurance and annuities, medical and nursing care
Assets	USD \$228 billion at 6/30/2015
Total Premiums	USD \$18 billion in FY2014

STRATEGICALLY AND FINANCIALLY COMPELLING TRANSACTION

Transaction Highlights

Transaction

- Acquisition of 100% of the outstanding shares of Symetra by Sumitomo Life
- \$32.50 per share of total value to Symetra shareholders
 - \$32.00 per share in cash at closing
 - \$0.50 per share special dividend payable on August 28, 2015
- \$3.8 billion total transaction equity value⁽¹⁾

Financially Compelling

- Premium value in cash to Symetra shareholders
- 32% premium to 30-day average share price⁽¹⁾⁽²⁾
- 18.6x 2015E earnings⁽¹⁾⁽³⁾
- 1.56x adjusted book value per share⁽¹⁾⁽⁴⁾

Timing and Approvals

- Expected closing late 1Q 2016 / early 2Q 2016
- Subject to:
 - Approval by majority vote of outstanding Symetra shares
 - Regulatory approvals in Japan and the U.S.
 - Other customary closing conditions

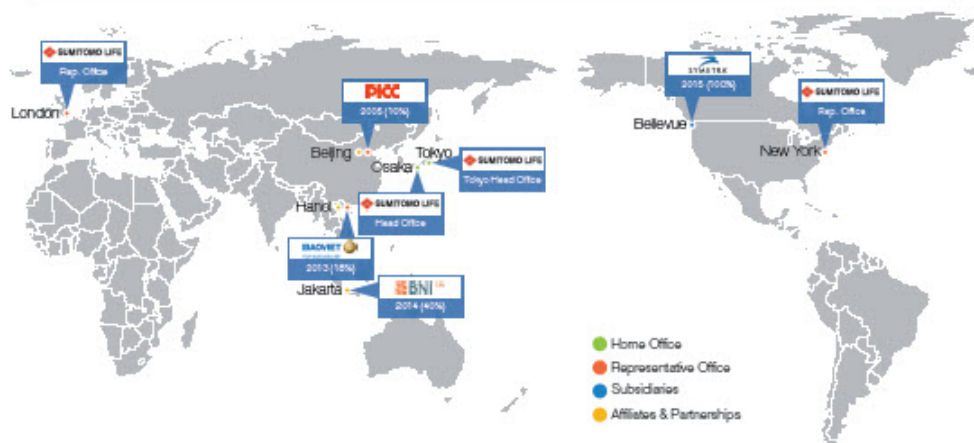
⁽¹⁾Includes impact of \$0.50 per share special dividend

⁽²⁾Through August 5, 2015

⁽³⁾Based on 2015 analyst consensus Operating EPS estimate of \$1.75, as of July 29, 2015

⁽⁴⁾Adjusted book value per share is a non-GAAP value and is calculated by subtracting accumulated other comprehensive income from stockholders' equity, and dividing it by common shares outstanding

After Closing Transaction Creates a Global Presence with Over \$250B of Combined Assets



Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Symetra by Sumitomo Life Insurance Company. In connection with the proposed acquisition, Symetra intends to file relevant materials with the United States Securities and Exchange Commission (the "SEC"), including Symetra's proxy statement in preliminary and definitive form. Shareholders of Symetra are urged to read all relevant documents filed with the SEC, including Symetra's proxy statement when it becomes available, because they will contain important information about the proposed transaction and the parties to the proposed transaction. Investors and security holders are able to obtain the documents (once available) free of charge at the SEC's website at www.sec.gov, or free of charge from Symetra at www.symetra.com or by directing a request to Symetra at Karin.vanvleet@symetra.com.

Participants in the Solicitation

Sumitomo Life Insurance Company, Symetra and their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be "participants" in the solicitation of proxies from shareholders of Symetra in favor of the proposed transaction. Information about Symetra's directors and executive officers is set forth in Symetra's Proxy Statement on Schedule 14A for its 2015 Annual Meeting of Shareholders, which was filed with the SEC on March 25, 2015, and its Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which was filed with the SEC on February 26, 2015 and amended on April 22, 2015. Information concerning the interests of Symetra's participants in the solicitation, which may, in some cases, be different than those of Symetra's shareholders generally, is set forth in the materials filed by Symetra with the SEC, and will be set forth in the proxy statement relating to the proposed transaction when it becomes available.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this announcement 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, the ability to obtain Symetra shareholder approval 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" 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 or revise any forward-looking statements as a result of developments occurring after the date of this document except as required by law.