



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

**Form S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SYMETRA FINANCIAL CORPORATION**

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

**Delaware**

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

**6311**

*(Primary Standard Industrial  
Classification Code Number)*

**20-0978027**

*(I.R.S. Employer  
Identification Number)*

**777 108th Avenue NE, Suite 1200  
Bellevue, WA 98004  
(425) 256-8000**

*(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)*

**Margaret A. Meister  
Chief Financial Officer**

**Symetra Financial Corporation  
777 108th Avenue NE, Suite 1200  
Bellevue, WA 98004  
(425) 256-8000**

*(Name and address, including zip code, and telephone number,  
including area code, of agent for service)*

**Copies to:**

**William J. Whelan III, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000**

**George C. Pagos, Esq.  
Senior Vice President, General Counsel and Secretary  
Symetra Financial Corporation  
777 108th Avenue NE, Suite 1200  
Bellevue, WA 98004  
(425) 256-8000**

**Gary I. Horowitz, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(212) 455-2000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ 333-162344

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a small reporting company.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒  
(Do not check if a smaller reporting company)

Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common Stock, \$0.01 par value per share	3,910,000	\$12.00	\$46,920,000.00	\$3,345.40

- (1) Includes 510,000 shares issuable upon exercise of the underwriters’ over-allotment option.
- (2) Based on the public offering price.
- (3) In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-162344), as amended, is hereby registered.
- (4) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$0.01 per share, of Symetra Financial Corporation, a Delaware corporation (the “Company”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Company’s Registration Statement on Form S-1, as amended (File No. 333-162344), initially filed by the Company on October 5, 2009 and declared effective by the Securities and Exchange Commission (the “Commission”) on January 21, 2010, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-162344 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cravath, Swaine & Moore LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Cravath, Swaine & Moore LLP (contained in Exhibit 5.1)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bellevue, State of Washington, on January 21, 2010.

## SYMETRA FINANCIAL CORPORATION

By: /s/ George C. Pagos

Name: George C. Pagos

Title: Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of January 21, 2010.

Signature	
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\*By: /s/ George C. Pagos

Title
Randall H. Talbot President, Chief Executive Officer and Director (Principal Executive Officer)
Margaret A. Meister Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
David T. Foy (Director)
Lois W. Grady (Director)
Sander M. Levy (Director)
Robert R. Lusardi (Director)
David I. Schamis (Director)
Lowndes A. Smith (Director)

George C. Pagos  
(Attorney-in-Fact)

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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[Letterhead of]

**CRAVATH, SWAINE & MOORE LLP**  
[New York Office]

January 21, 2010

Symetra Financial Corporation

Ladies and Gentlemen:

We have acted as counsel for Symetra Financial Corporation, a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1, as amended (Registration No. 333-162344) and the registration statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), relating to, and incorporating by reference the contents of, such registration statement on Form S-1 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act, with respect to the registration of shares of common stock, par value \$0.01 per share of the Company, covering the offer and sale by the Company of shares (the "Shares"), and, if exercised, the offer and sale by the Company of additional shares (the "Additional Shares") to the underwriters (the "Underwriters") pursuant to the terms of the purchase agreement (the "Purchase Agreement") to be executed by the Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc., Goldman, Sachs & Co. and Barclays Capital Inc., as Representatives of the Underwriters, and the selling stockholders listed on Schedule B thereto.

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the Registration Statement and the exhibits thereto and such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including (a) the Amended and Restated Certificate of Incorporation of the Company, (b) the Amended and Restated Bylaws of the Company and (c) certain resolutions adopted by the board of directors of the Company.

In rendering our opinion, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents

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submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, we are of opinion that the Shares and Additional Shares have been duly and validly authorized and, when issued and delivered by the Company and paid for by the Underwriters pursuant to the Purchase Agreement, will be validly issued, fully paid and nonassessable.

We are admitted to practice in the State of New York, and we express no opinion as to any matters governed by any laws other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America. The reference and limitation to “Delaware General Corporation Law” includes the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the caption “Legal Matters” incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Symetra Financial Corporation  
777 108th Avenue NE, Suite 1200  
Bellevue, WA 98004

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-1) of Symetra Financial Corporation filed pursuant to Rule 462 (b) of Regulation C of the Securities Act of 1933, of our reports dated March 6, 2009 included in Amendment No. 6 to the Registration Statement (Form S-1 No. 333-162344) and related Prospectus of Symetra Financial Corporation. We also consent to the reference to our firm under the caption “Experts” in Amendment No. 6 to the Registration Statement.

/s/ Ernst & Young LLP

Seattle, Washington

January 21, 2010