

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:



On August 11, 2015, the following letter was sent to employees of Symetra:

Team:

Today Symetra begins an exciting new chapter in our history. Sumitomo Life Insurance Company, a leading and highly respected Japanese insurance company, has made a compelling offer to acquire all of Symetra Financial Corporation and operate the company as a wholly owned subsidiary. Symetra's board of directors has thoroughly reviewed and approved the offer and believes it is in the best interest of our business and our shareholders. I encourage you to visit our transaction website to read the press release, investor presentation and fact sheet for details on the agreement and more information about Sumitomo Life.

I want to be clear that Sumitomo Life intends to keep Symetra intact, including all of our businesses, leadership, employees and distribution channels. We will still use the Symetra name and brand. Our vision for building Symetra into a national player in all of our divisions is unchanged.

Our board and leadership team believe this transaction will provide significant strategic and financial benefits to both companies. It will give Symetra access to additional resources that can strengthen our ability to successfully execute our long-term plans. Symetra's position as a rising insurer in the U.S. offers Sumitomo Life an opportunity to find new growth opportunities outside its home market.

I am pleased to tell you that Sumitomo Life shares our deep commitment to business practices that deliver strong value to customers, embodied in our VTS principles, further aligning our two companies. It has been very clear to me in every conversation I have had with Sumitomo Life's leadership team that the match between our two companies' philosophies is closely aligned.

I want to invite our staff in Bellevue to join me and the ELG at the Bellevue Westin at 11 a.m. Pacific Time for a meeting to discuss today's announcement. We will host a simultaneous webcast & conference call for Symetra employees outside of Bellevue. Chris Katzmar Holmes will send a meeting request this morning with the details.

The next steps are getting shareholder approval, completing the regulatory review process and other customary closing conditions. This will take several months, and we anticipate the acquisition closing late in the first quarter or early in the second quarter of 2016.

We in the leadership team understand that there will be an adjustment period and that you will have questions, which we will answer to the best of our ability at today's meeting. We have made available an email address on Swiftnet to send acquisition-related questions. I am counting on everyone to remain focused on serving our customers and distribution partners.

I am very excited about Symetra's future and the possibilities ahead as we continue on our road to national player status.

Thank you.

Sincerely,

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**Tom Marra**  
President & CEO  
Phone 425.256.8245



777 108th Avenue NE, Suite 1200, Bellevue, WA 98004. Symetra® is a registered service mark of Symetra Life Insurance Company. [www.symetra.com](http://www.symetra.com)

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### **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](http://www.sec.gov), or free of charge from Symetra at [www.Symetra.com](http://www.Symetra.com) or by directing a request to Symetra at [karin.vanvleet@symetra.com](mailto: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.