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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 30, 2011

Symetra Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-33808

20-0978027

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

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

98004

(Address of principal executive offices)

(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))
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EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed as an amendment (“Amendment No. 1”) to the Current Report on Form 8-K filed by Symetra Financial Corporation with the U.S. Securities and Exchange Commission on May 17, 2011 (“Original Filing”). The sole purpose of this Amendment No. 1 is to disclose the Company’s decision as to how frequently it will conduct future stockholder votes on executive compensation. No other changes have been made to the Original Filing.

Item 5.07

Submission of Matters to a Vote of Security Holders.

(d) As reported in the Original Filing, at the Company’s 2011 Annual Meeting of Stockholders held on May 11, 2011, 54,825,435 of the votes cast by stockholders were voted, on an advisory basis, in favor of holding future advisory votes on named executive officer compensation every three years and 45,076,288 of the votes cast by stockholders were voted, on an advisory basis, in favor of holding future advisory votes on named executive officer compensation every year. In light of the close voting results and upon consideration of other factors, the Company’s Board of Directors has decided that future advisory votes on named executive officer compensation will be held every year until the next advisory vote on the frequency of such votes, which in accordance with applicable law, will occur no later than the Company’s Annual Meeting in 2017.

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.

Symetra Financial Corporation

September 29, 2011

By: */s/ George C. Pagos*

Name: George C. Pagos

Title: Senior Vice President, General Counsel and Secretary