

METLIFE INC  
Form 8-K  
October 04, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): October 4, 2012**

**METLIFE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-15787**  
(Commission  
  
File Number)

**13-4075851**  
(IRS Employer  
  
Identification No.)

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200 Park Avenue, New York,

New York  
(Address of Principal Executive Offices)  
212-578-2211

10166-0188  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

**Item 3.03. Material Modification to Rights of Security Holders.**

On October 4, 2012, MetLife, Inc. (the Company ) completed the remarketing of \$500 million aggregate principal amount of its 1.756% Series C Senior Component Debentures, Tranche 1 (the Tranche 1 Debentures ) and \$500 million aggregate principal amount of its 3.048% Series C Senior Component Debentures, Tranche 2 (the Tranche 2 Debentures and, together with the Tranche 1 Debentures, the Series C Debentures ). Effective October 10, 2012, the stated maturity of the Tranche 1 Debentures and the Tranche 2 Debentures will be December 15, 2017 and December 15, 2022, respectively. The Series C Debentures were originally issued in November 2010 as \$1.0 billion aggregate principal amount of Series C Senior Debentures due 2023 pursuant to an Indenture dated as of November 9, 2001 between the Company and The Bank of New York Mellon Trust Company (as successor in interest to J.P. Morgan Trust Company, National Association (as successor in interest to Bank One Trust Company, N.A.)), as Trustee (the Trustee ), as supplemented by the Twentieth Supplemental Indenture, dated as of November 1, 2010 between the Company and the Trustee, and have terms described in the Company s Prospectus Supplement relating to the remarketing dated September 27, 2012 (the Prospectus Supplement ).

The Series C Debentures were offered and sold pursuant to the shelf registration statement on Form S-3 (File No. 333-170876), filed with the U.S. Securities and Exchange Commission on November 30, 2010, and the Prospectus Supplement.

Forms of the securities certificates representing the Tranche 1 Debentures and the Tranche 2 Debentures are attached hereto as Exhibits 4.1 and 4.2, respectively, and are incorporated herein by reference.

**Item 8.01. Other Events.**

A copy of the opinion letter of Willkie Farr & Gallagher LLP relating to the validity of the Series C Debentures is filed as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

4.1 Form of security certificate representing the Tranche 1 Debentures.

4.2 Form of security certificate representing the Tranche 2 Debentures.

5.1 Opinion Letter of Willkie Farr & Gallagher LLP relating to the validity of the Series C Debentures.

23.1 Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 above).

**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.

METLIFE, INC.

By: /s/ Christine M. DeBiase  
Name: Christine M. DeBiase  
Title: Vice President and Secretary

Date: October 4, 2012

EXHIBIT INDEX

EXHIBIT

NUMBER

EXHIBIT

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|------|---|
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