

METLIFE INC  
Form S-8 POS  
April 22, 2015

As filed with the Securities and Exchange Commission on April 22, 2015

Registration No. 333-121344

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**METLIFE, INC.**

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

**Delaware**  
**(State or other jurisdiction of**

**13-4075851**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**200 Park Avenue**

**New York, New York 10166-0188**

**(Address of Principal Executive Offices) (Zip Code)**

**MetLife, Inc. 2005 Stock and Incentive Compensation Plan**

**and**

**MetLife, Inc. 2005 Non-Management Director Stock Compensation Plan**

**(Full title of the plans)**

**Ricardo A. Anzaldua, Esq.**

**Executive Vice President and General Counsel**

**MetLife, Inc.**

**200 Park Avenue**

**New York, New York 10166-0188**

**(212) 578-2211**

**(Name, address, including zip code, and telephone number,**

**including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**Explanatory Statement**

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MetLife, Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 (this Post-Effective Amendment ) to its Registration Statement on Form S-8 (File No. 333-121344) filed with the Securities and Exchange Commission on December 16, 2004 (the 2004 S-8 ) to deregister the 19,666,167 shares of MetLife, Inc. common stock ( Shares ) registered under the 2004 S-8 for the MetLife, Inc. 2005 Stock and Incentive Compensation Plan and MetLife, Inc. 2005 Non-Management Director Stock Compensation Plan (the Plans ) that were not covered by awards under the Plans as of December 31, 2014 (the Uncovered Shares ). The Uncovered Shares were transferred to new Registration Statements on Form S-8 that were each filed on August 14, 2014. The Uncovered Shares are hereby deregistered from the 2004 S-8.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 22nd day of April, 2015.

METLIFE, INC.

By: /s/ Ricardo A. Anzaldua

Name: Ricardo A. Anzaldua

Title: Executive Vice President and  
General Counsel

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**SIGNATURES FOR POST-EFFECTIVE AMENDMENT TO REGISTRATION STATEMENT**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the date indicated.

<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
* Cheryl W. Grisé	Director	April 22, 2015
* Carlos M. Gutierrez	Director	April 22, 2015
* R. Glenn Hubbard	Director	April 22, 2015
* John M. Keane	Director	April 22, 2015
* Alfred F. Kelly, Jr.	Director	April 22, 2015
* Edward J. Kelly, III	Director	April 22, 2015
* William E. Kennard	Director	April 22, 2015
* James M. Kilts	Director	April 22, 2015
* Catherine R. Kinney	Director	April 22, 2015
* Denise M. Morrison	Director	April 22, 2015

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NAME	TITLE	DATE
* Kenton J. Sicchitano	Director	April 22, 2015
* Lulu C. Wang	Director	April 22, 2015
/s/ Steven A. Kandarian Steven A. Kandarian	Chairman, President and Chief Executive Officer (Principal Executive Officer)	April 22, 2015
/s/ John C. R. Hele John C. R. Hele	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 22, 2015
/s/ Peter M. Carlson Peter M. Carlson	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 22, 2015
* Pursuant to Power of Attorney:		
/s/ Ricardo A. Anzaldua Ricardo A. Anzaldua	Executive Vice President and General Counsel	April 22, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Powers of Attorney