

METLIFE INC  
Form 8-K  
August 09, 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): August 8, 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 8.01. Other Events.**

On August 8, 2012, MetLife, Inc. ( MetLife ) entered into (i) an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) (the Underwriting Agreement ) and (ii) a pricing agreement (attached hereto as Exhibit 1.2 and incorporated herein by reference) (the Pricing Agreement ) relating to the sale of \$750 million aggregate principal amount of its 4.125% Senior Notes due 2042 (the Senior Notes ), each among MetLife and Barclays Capital Inc., Citigroup Global Markets Inc. and UBS Securities LLC, as representatives of the several underwriters named in Schedule I to the Pricing Agreement (the Underwriters ).

The Senior Notes 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 (the Commission ) on November 30, 2010, and a prospectus supplement related to the Senior Notes dated August 8, 2012 (filed with the Commission pursuant to Rule 424(b)(2) under the Securities Act of 1933).

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

(a) Not applicable.

(b) Not applicable.

(c) Not applicable

(d) Exhibits

1.1 Underwriting Agreement, dated August 8, 2012, among MetLife and the representatives of the Underwriters

1.2 Pricing Agreement, dated August 8, 2012, among MetLife and the representatives of the Underwriters

**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: August 9, 2012

EXHIBIT INDEX

EXHIBIT

NUMBER

EXHIBIT

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