

METLIFE INC  
Form 8-K  
September 06, 2013

**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): September 3, 2013**

**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.)**

**200 Park Avenue, New York,**

**New York**  
**(Address of Principal Executive Offices)**

**10166-0188**  
**(Zip Code)**

**212-578-2211**

**(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 September 3, 2013, MetLife, Inc. (the Company ) entered into a pricing agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) (the Pricing Agreement ) with Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Morgan Stanley & Co. LLC and the other institutions named therein (the Remarketing Agents ) relating to the remarketing of the Series D Debentures (the Series D Debentures ) constituting part of the Company s Common Equity Units (the Units ). The Pricing Agreement was entered into pursuant to the Remarketing Agreement dated July 30, 2013, among the Company, the Remarketing Agents and Deutsche Bank Trust Company Americas, as Stock Purchase Contract Agent, and sets forth the terms upon which \$999,886,000 aggregate principal amount of the Series D Debentures were remarketed on behalf of the holders of the Units. Holders of the Units comprising Series D Debentures in \$114,000 principal amount elected cash settlement and are not participating in the remarketing. The settlement of the remarketing is expected to occur on or about September 10, 2013. The Series D Debentures were originally issued in November 2010 as \$1.0 billion aggregate principal amount of Series D Senior Debentures due 2024 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 Twenty-First 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 3, 2013 (the Prospectus Supplement ). The Series D Debentures initially had a stated maturity of June 15, 2024, but upon the settlement of the remarketing, the stated maturity of the Series D Debentures will be adjusted, effective September 11, 2013, to September 15, 2023.

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

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

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits

1.1 Pricing Agreement, dated September 3, 2013, among MetLife, Inc., Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Morgan Stanley & Co. LLC and the other Remarketing Agents named therein

12.1 Statement re: Computation of Ratios of Earnings to Fixed Charges.

**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: September 6, 2013

**EXHIBIT INDEX**

**EXHIBIT  
NUMBER**

**EXHIBIT**

- |      |  |
|------|--|
| 1.1  | Pricing Agreement, dated September 3, 2013, among MetLife, Inc., Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Morgan Stanley & Co. LLC and the other Remarketing Agents named therein |
| 12.1 | Statement re: Computation of Ratios of Earnings to Fixed Charges.  |