

METLIFE INC  
Form 8-K  
September 10, 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 10, 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 3.03. Material Modification to Rights of Security Holders.**

On September 10, 2013, MetLife, Inc. (the Company) remarketed \$999,886,000 in aggregate principal amount of its 4.368% Series D Senior Debentures (the Series D Debentures). Effective September 11, 2013, the stated maturity of the Series D Debentures will be September 15, 2023. 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 thereof dated September 3, 2013 (the Prospectus Supplement). The Series D Debentures initially constituted part of the Company's common equity units issued in November 2010 (the Common Equity Units).

In addition, on September 10, 2013, Series D Debentures of \$114,000 aggregate principal amount were delivered to holders of the Common Equity Units who elected cash settlement of the related Series D stock purchase contracts.

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 U.S. Securities and Exchange Commission on November 30, 2010, and the Prospectus Supplement.

A form of the security certificate representing the Series D Debentures is attached hereto as Exhibit 4.1 and is 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 remarketed Series D 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 Series D Debentures.

5.1 Opinion Letter of Willkie Farr & Gallagher LLP relating to the validity of the remarketed Series D 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: September 10, 2013

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