

METLIFE INC  
Form 8-K  
April 30, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 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): April 28, 2015**

**METLIFE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction)

**1-15787**  
(Commission)

**13-4075851**  
(IRS Employer)

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(Country of Incorporation)

(File Number)

(Identification No.)

**200 Park Avenue, New York, New York**

**(Address of Principal Executive Offices)**

**212-578-9500**

**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 (see General Instruction A.2. below):

- ..  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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 29, 2015, MetLife, Inc. (the Company) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the Charter) with the Secretary of State of Delaware. The stockholders approved the Charter amendment at the Company's annual meeting of stockholders on April 28, 2015 (the 2015 Annual Stockholder Meeting).

The Charter amendment permits the Company's stockholders to amend certain provisions of the Charter by the affirmative vote of a majority of outstanding stock entitled to vote generally in the election of Directors (the Outstanding Stock). Those provisions address shareholder rights plans, the Board of Directors and management of the Company (which includes provisions relating to the Board of Directors and management of the business of the Company and the MetLife Policyholder Trust, the removal of Directors, the filling of Directorship vacancies, advance notice of nominations for the election of Directors, and Board and shareholder authority to amend the By-Laws), liability of Directors, no shareholder actions by written consent, and amendment of the Charter. The Company disclosed this proposed Charter amendment as Proposal 2(a) in its definitive proxy statement filed with the Securities and Exchange Commission on March 23, 2015 (the 2015 Proxy Statement).

Before the adoption of the Charter amendment, the Charter required the affirmative vote of three-quarters of the Outstanding Stock to amend the provisions of the Charter described above.

The amendment to the Charter also permits the Company's stockholders to amend the Company's Amended and Restated By-Laws (the By-Laws) by the affirmative vote of a majority of the Outstanding Stock. The Company disclosed this proposed Charter amendment as Proposal 2(b) in its Proxy Statement. An amendment to the By-Laws to permit the stockholders to amend the By-Laws by the same vote required under the amended Charter became effective upon the filing of the Certificate of Amendment to the Charter, as provided by a resolution adopted by the Board of Directors on December 23, 2014.

Before the adoption of the Charter amendment and By-Laws amendment, the Charter and By-Laws each required the affirmative vote of three-quarters of the Outstanding Stock for the stockholders to amend the By-Laws.

The foregoing description of the amendment to the Charter is not complete and is qualified in its entirety by reference to the Certificate of Amendment of Amended and Restated Certificate of Incorporation of MetLife, Inc., dated April 29, 2015, which is filed as Exhibit 3.1 hereto and incorporated herein by reference. The foregoing description of the By-Laws, as amended by the By-Law amendment, is not complete and is qualified in its entirety by reference to the Amended and Restated MetLife, Inc. By-Laws effective April 29, 2015, which are filed as Exhibit 3.2 hereto and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2015 Annual Stockholders Meeting, the stockholders:

elected twelve Directors, each for a term expiring at the Company's 2016 annual meeting of stockholders;

approved an amendment to the Charter to change each supermajority common shareholder vote requirement for amendments to the Charter to a majority vote requirement;

approved an amendment to the Charter to change the supermajority vote requirement for shareholders to amend the By-Laws to a majority vote requirement;

ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for 2015; and

approved, on an advisory basis, the compensation paid to the Company's Named Executive Officers as disclosed in the Company's 2015 Proxy Statement.

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### Election of Directors:

| Nominee Name            | Votes For   | Votes Against | Abstained | Broker Non-Votes |
|-------------------------|-------------|---------------|-----------|------------------|
| Cheryl W. Gris          | 917,785,795 | 10,693,110    | 2,504,950 | 57,697,294       |
| Carlos M. Gutierrez     | 924,699,439 | 3,829,018     | 2,455,398 | 57,697,294       |
| R. Glenn Hubbard, Ph.D. | 926,170,269 | 1,871,447     | 2,942,139 | 57,697,294       |
| Steven A. Kandarian     | 904,249,560 | 21,610,123    | 5,124,172 | 57,697,294       |
| Alfred F. Kelly, Jr.    | 925,103,243 | 3,459,434     | 2,421,178 | 57,697,294       |
| Edward J. Kelly, III    | 927,351,256 | 1,220,756     | 2,411,843 | 57,697,294       |
| William E. Kennard      | 922,388,369 | 6,190,002     | 2,405,484 | 57,697,294       |
| James M. Kilts          | 924,581,058 | 3,963,405     | 2,439,392 | 57,697,294       |
| Catherine R. Kinney     | 924,621,991 | 3,980,293     | 2,381,571 | 57,697,294       |
| Denise M. Morrison      | 922,700,067 | 5,923,400     | 2,360,388 | 57,697,294       |
| Kenton J. Sicchitano    | 922,714,396 | 5,884,069     | 2,385,390 | 57,697,294       |
| Lulu C. Wang            | 924,924,518 | 3,192,644     | 2,866,693 | 57,697,294       |

|   | Votes For   | Votes Against | Abstained | Broker Non-Votes |
|---|-------------|---------------|-----------|------------------|
| Approval of an amendment to the Company's Certificate of Incorporation to change each supermajority common shareholder vote requirement for amendments to the Certificate of Incorporation to a majority vote requirement | 925,312,468 | 2,495,174     | 3,176,213 | 57,697,294       |
| Approval of an amendment to the Company's Certificate of Incorporation to change the supermajority vote requirement for shareholders to amend the Company's By-Laws to a majority vote requirement                        | 925,159,027 | 2,548,702     | 3,276,126 | 57,697,294       |
| Ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditor for 2015  | 978,351,017 | 7,731,246     | 2,598,886 | 0                |
| Advisory vote to approve the compensation paid to the Company's Named Executive Officers  | 909,543,502 | 18,005,022    | 3,435,331 | 57,697,294       |

### Item 9.01 Financial Statements and Exhibits

3.1 Certificate Of Amendment of Amended and Restated Certificate of Incorporation of MetLife, Inc., dated April 29, 2015

3.2 Amended and Restated By-Laws of MetLife, Inc., effective April 29, 2015

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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/ Timothy J. Ring  
Name: Timothy J. Ring  
Title: Senior Vice President and Secretary

Date: April 30, 2015

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EXHIBIT INDEX

| EXHIBIT<br>NUMBER | EXHIBIT  |
|-------------------|--|
| 3.1               | Certificate Of Amendment of Amended and Restated Certificate of Incorporation of MetLife, Inc., dated April 29, 2015 |
| 3.2               | Amended and Restated By-Laws of MetLife, Inc., effective April 29, 2015  |