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METLIFE INC
Form 8-K
July 23, 2004

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: July 23, 2004

(Date of earliest event reported)

MetLife, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-15787	13-4075851
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)

200 Park Avenue, New York, New York 10166

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(212) 578-2211

Item 5. Other Events.

On July 20, 2004, MetLife, Inc., a Delaware corporation, entered into (i) an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) and (ii) a pricing agreement relating to (x) \$150 million aggregate principal amount of 5.50% senior notes due June 15, 2014 (the "2014 Senior Notes") and (y) \$350 million aggregate principal amount of 6.375% senior

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notes due June 15, 2034 (the "2034 Senior Notes") (the 2014 Senior Notes and the 2034 Senior Notes, collectively, the "Senior Notes") (attached hereto as Exhibit 1.2 and incorporated herein by reference), each among MetLife, Inc., Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC pursuant to which Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters named in the pricing agreement, agreed to purchase the Senior Notes from MetLife, Inc.

The Senior Notes were sold pursuant to the registration statement on Form S-3 (File Nos. 333-112073, 333-112073-01 and 333-112073-02) (the "Registration Statement") filed by MetLife, Inc. with the Securities and Exchange Commission on January 21, 2004, as amended on March 4, 2004, and a prospectus supplement dated July 20, 2004 and accompanying prospectus dated March 4, 2004.

The terms of the 2014 Senior Notes are set forth in an indenture dated as of November 9, 2001 (the "Original Indenture") (previously filed as an exhibit to a Form 8-K filed by MetLife, Inc. with the Securities and Exchange Commission on November 28, 2001 and incorporated herein by reference), as supplemented by a seventh supplemental indenture dated as of June 3, 2004 (previously filed as Exhibit 4.1 to the Form 8-K filed by MetLife, Inc. with the Securities and Exchange Commission on June 3, 2004 and incorporated herein by reference), as further supplemented by a ninth supplemental indenture dated as of July 23, 2004 (attached hereto as Exhibit 4.1 and incorporated herein by reference).

The terms of the 2034 Senior Notes are set forth in the Original Indenture, as supplemented by an eighth supplemental indenture dated as of June 3, 2004 (previously filed as Exhibit 4.3 to the Form 8-K filed by MetLife, Inc. with the Securities and Exchange Commission on June 3, 2004 and incorporated herein by reference), as further supplemented by a tenth supplemental indenture dated as of July 23, 2004 (attached hereto as Exhibit 4.3 and incorporated herein by reference).

Item 7. Financial Statements and Exhibits.

The following documents are filed with reference to and hereby incorporated by reference into the Registration Statement.

(c) Exhibits

- 1.1 Underwriting Agreement dated July 20, 2004 between MetLife, Inc. and Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters named in the Pricing Agreement included as Exhibit 1.2 below.
- 1.2 Pricing Agreement dated July 20, 2004 between MetLife, Inc. and Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters named therein, relating to the Senior Notes.
- 4.1 Ninth Supplemental Indenture dated as of July 23, 2004 between MetLife, Inc. and J.P. Morgan Trust Company, National Association (as successor to Bank One Trust Company, N.A.), as trustee, relating to the 2014 Senior Notes.
- 4.2 Form of 2014 Senior Note (filed as Exhibit A to Exhibit 4.1 above).
- 4.3 Tenth Supplemental Indenture dated as of July 23, 2004 between MetLife, Inc. and J.P. Morgan Trust Company, National Association (as successor to Bank One Trust Company, N.A.), as trustee, relating to the 2034 Senior Notes.

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- 4.4 Form of 2034 Senior Note (filed as Exhibit A to Exhibit 4.3 above).
- 5.1 Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., a limited liability partnership including professional corporations.
- 23.1 Consent of LeBoeuf, Lamb, Greene & MacRae, L.L.P., a limited liability partnership including professional corporations (included in Exhibit 5.1)

SIGNATURE

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 thereunto duly authorized.

METLIFE, INC.

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr
Title: Vice-President and Secretary

Date: July 23, 2004

EXHIBIT INDEX

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