

METLIFE INC  
Form 8-K/A  
June 23, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K/A  
Amendment No. 1  
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 26, 2011  
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

10166-0188

(Address of Principal Executive Offices)

(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 (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 5.07 Submission of Matters to a Vote of Security Holders

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

In the proxy statement that MetLife, Inc. (the Company ) provided to shareholders in connection with the Company s 2011 annual stockholder meeting (the Annual Meeting ), the Company s Board of Directors recommended that the stockholders vote, on an advisory basis, in favor of an annual frequency for future say-on-pay votes. Say-on-pay votes are periodic, nonbinding stockholder votes to approve the compensation paid to the Company's named executive officers as disclosed in the Company s proxy statements, and are required under Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

At the Annual Meeting on April 26, 2011, approximately 93% of the shares voting on the matter voted in favor of an annual frequency for say-on-pay votes. On June 21, 2011, the Company s Board of Directors approved an annual frequency for future say-on-pay votes. As a result, the Company expects that a say-on-pay vote will be held each year through 2017, when the next stockholder vote on the frequency of say-on-pay votes is required under the Exchange Act.

The results of the stockholder votes at the Annual meeting were disclosed by the Company on a Current Report on Form 8-K filed on April 29, 2011 (the Original Report ). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company s decision on the frequency of future say-on-pay votes.

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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/ Christine M. DeBiase

Name: Christine M. DeBiase

Title: Vice President and Secretary

Date: June 23, 2011