

METLIFE INC  
Form 8-K  
March 22, 2018

**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): March 20, 2018**

**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)

212-578-9500

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03. Material Modification to Rights of Security Holders.**

Upon issuance of 500,000 shares of the 5.875% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series D, par value \$0.01 per share and liquidation preference \$1,000 per share (the Series D Preferred Shares ), by MetLife, Inc. (the Company ) on March 22, 2018, the ability of the Company to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock or any shares of the Company that rank junior to, or on parity with, the Series D Preferred Shares will be subject to certain restrictions in the event that the Company does not declare and pay (or set aside) dividends on the Series D Preferred Shares for the last preceding dividend period. The terms of the Series D Preferred Shares, including such restrictions, are more fully described in the Certificate of Designations for the Series D Preferred Shares, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

The Series D Preferred Shares were offered and sold pursuant to the shelf registration statement on Form S-3 (File No. 333-214708), filed with the U.S. Securities and Exchange Commission (the Commission ) on November 18, 2016, and a prospectus supplement related to the Series D Preferred Shares dated March 20, 2018 (filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933).

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

On March 21, 2018, the Company filed a Certificate of Designations with the Secretary of State of the State of Delaware to establish the preferences, limitations and relative rights of the Series D Preferred Shares. The Certificate of Designations became effective upon filing, and a copy is attached as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 8.01. Other Events**

On March 20, 2018, the Company entered into (i) an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) and (ii) a pricing agreement (attached hereto as Exhibit 1.2 and incorporated herein by reference) (the Pricing Agreement ) relating to the sale of the Series D Preferred Shares, each among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule I to the Pricing Agreement (the Underwriters ).

A copy of the opinion letter of Willkie Farr & Gallagher LLP, relating to the validity of the Series D Preferred Shares, is filed as Exhibit 5.1 hereto.

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

**Exhibit**

**No.**

- 1.1 Underwriting Agreement, dated March 20, 2018, among the Company and the representatives of the Underwriters.
- 1.2 Pricing Agreement, dated March 20, 2018, among the Company and the representatives of the Underwriters.
- 3.1 Certificate of Designations with respect to the Series D Preferred Shares of the Company, dated March 21, 2018.

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- 4.1 Form of Series D Preferred Stock Certificate (included as Exhibit A to Exhibit 3.1 above).
- 5.1 Opinion of Willkie Farr & Gallagher LLP relating to the validity of the Series D Preferred Shares.
- 23.1 Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 above).

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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/ John D. McCallion

Name: John D. McCallion

Title: Executive Vice President and Treasurer

Date: March 22, 2018