

METLIFE INC
Form 4/A
August 07, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
METLIFE INC

(Last) (First) (Middle)

200 PARK AVENUE

(Street)

NEW YORK, NY 10166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Brighthouse Financial, Inc. [BHF]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
07/19/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/19/2017		J ⁽¹⁾	V	96,776,670 ⁽¹⁾	D	\$ 0
Common Stock, par value \$0.01 per share					23,154,101 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share					1,016 ⁽¹⁾	I	Through General American Life Insurance Company, a wholly owned

subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
METLIFE INC 200 PARK AVENUE NEW YORK, NY 10166	X	X		

Signatures

/s/ Jeannette N. Pina, Vice President and Secretary of MetLife, Inc.

08/07/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The record date for the MetLife, Inc. ("MetLife") distribution of Brighthouse Financial, Inc. common stock to MetLife common stockholders was 5:00 p.m., New York City time, July 19, 2017. MetLife distributed 96,776,670 of the 119,773,106 outstanding shares of Brighthouse Financial, Inc. common stock at 5:00pm, New York City time, on August 4, 2017. Of the shares MetLife distributed, 157,665 were received by accounts in which MetLife has a direct pecuniary interest; the balance of MetLife's direct ownership following the distribution consists of the 22,996,436 shares MetLife did not distribute. In addition, 1,016 of the shares MetLife distributed were received by accounts in which MetLife has an indirect pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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