

METLIFE INC  
Form S-8 POS  
January 29, 2015

As filed with the Securities and Exchange Commission on January 29, 2015.

Registration No. 333-148024

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

**POST-EFFECTIVE**  
**AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MetLife, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**13-4075851**  
**(I.R.S. Employer)**

**of incorporation or organization)**

**Identification Number)**

**200 Park Avenue**

**New York, New York**

**10166-0188**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Savings and Investment Plan for Employees of**

**Metropolitan Life and Participating Affiliates**

**(Full title of plan)**

**Ricardo A. Anzaldua, Esq.**

**Executive Vice President and General Counsel**

**MetLife, Inc.**

**200 Park Avenue**

**New York, New York 10166-0188**

**(212) 578-2211**

**(Name, address, including zip code, and telephone number,**

**including area code, of agent for service)**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE**

On December 12, 2007, MetLife, Inc. filed a registration statement on Form S-8 (Registration No. 333-148024) (the Registration Statement ) to register 1,000,000 shares of its common stock issuable under the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates (the SIP ), the New England Life Insurance Company 401(k) Savings Plan and Trust, the New England Agents Retirement Plan and Trust, or the New England Agents Deferred Compensation Plan and Trust. Effective January 1, 2015, the New England Life Insurance Company 401(k) Savings Plan and Trust and the New England Agents Deferred Compensation Plan and Trust (together, the Merged New England Plans ) were each merged into the SIP, with the SIP being the surviving and continuing plan. This Post-Effective Amendment Number 1 is being filed to disclose that, effective January 1, 2015, no further shares of MetLife, Inc. common stock will be issued under the Merged New England Plans and to deregister any plan interests related to the Merged New England Plans registered under the Registration Statement.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 29th day of January, 2015.

METLIFE, INC.

By: /s/ Ricardo A. Anzaldua

Name: Ricardo A. Anzaldua

Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees of (or other persons who administer) the SIP, as successor in interest to each of the Merged New England Plans, have caused this certification/notice to be signed on its behalf by the undersigned duly authorized person, in the City of New York, State of New York, on this 29th day of January, 2015.

**Savings and Investment Plan for Employees  
of Metropolitan Life and Participating  
Affiliates (as successor in interest to each of  
the New England Life Insurance Company  
401(k)Savings Plan and Trust and the New  
England Agents' Deferred Compensation  
Plan and Trust)**

By: /s/ Mark J. Davis

Name: Mark J. Davis

Title: Plan Administrator

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**SIGNATURES FOR POST-EFFECTIVE AMENDMENT TO REGISTRATION STATEMENT**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
*	Director	January 29, 2015
Cheryl W. Grisé		
*	Director	January 29, 2015
Carlos M. Gutierrez		
*	Director	January 29, 2015
R. Glenn Hubbard		
*	Director	January 29, 2015
John M. Keane		
*	Director	January 29, 2015
Alfred F. Kelly, Jr.		
*	Director	January 29, 2015
William E. Kennard		
*	Director	January 29, 2015
James M. Kilts		
*	Director	January 29, 2015
Catherine R. Kinney		
*	Director	January 29, 2015
Denise M. Morrison		
*	Director	January 29, 2015
Kenton J. Sicchitano		
*	Director	January 29, 2015
Lulu C. Wang		
/s/ Steven A. Kandarian	Chairman, President	January 29, 2015
Steven A. Kandarian	and Chief Executive Officer	

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(Principal Executive Officer)

/s/ John C. R. Hele

Executive Vice President and

January 29, 2015

John C. R. Hele

Chief Financial Officer

(Principal Financial Officer)

/s/ Peter M. Carlson

Executive Vice President

January 29, 2015

Peter M. Carlson

and Chief Accounting Officer

(Principal Accounting Officer)

\* Pursuant to Power of Attorney:

/s/ Ricardo A. Anzaldua

Executive Vice President

January 29, 2015

Ricardo A. Anzaldua

and General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Powers of Attorney