

METLIFE INC  
Form 8-K  
March 24, 2016

**UNITED STATES**  
**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 (Date of earliest event reported): March 21, 2016**

**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.)**

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200 Park Avenue, New York,

New York  
(Address of Principal Executive Offices)

212-578-9500

10166-0188  
(Zip Code)

(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))

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

On March 21, 2016, the Board of Directors (the "Board") of MetLife, Inc. (the "Company") adopted amendments to the Company's By-Laws (as so amended, the "By-Laws") to grant stockholders the right to call a special meeting. Sections 1.02, 1.07, 1.09, 1.10 and 5.05 have been amended to permit stockholders representing ownership of 25% or more of the Company's outstanding shares of common stock to call a special meeting of the stockholders, provided that the stockholder(s) satisfy the requirements specified in the By-Laws, and to make certain other changes related to the conduct of such a special meeting. Prior to this amendment, the By-Laws had specifically denied stockholders of the right to call a special meeting.

The foregoing description of the By-Laws is not complete and is qualified in its entirety by reference to the By-Laws, which are filed as Exhibit 3.1 hereto in redline form showing the amendments described above, and as Exhibit 3.2 hereto in unmarked form, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- 3.1 Amended and Restated By-Laws of MetLife, Inc., effective March 21, 2016, redlined for amendments effective March 21, 2016.
- 3.2 Amended and Restated By-Laws of MetLife, Inc., effective March 21, 2016.

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/ Timothy J. Ring

Name: Timothy J. Ring

Title: Senior Vice President and Secretary

Date: March 24, 2016

EXHIBIT INDEX

EXHIBIT  
NUMBER

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|-----|--|
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