

METLIFE INC  
Form 8-K  
February 26, 2015

**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): February 24, 2015**

**METLIFE, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**200 Park Avenue, New York, New York**

**1-15787**  
**(Commission**  
  
**File Number)**

**13-4075851**  
**(IRS Employer**  
  
**Identification No.)**

**10166-0188**

**(Address of Principal Executive Offices)**

**212-578-2211**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 24, 2015, the Board of Directors (the Board ) of MetLife, Inc. (the Company ) elected Edward J. Kelly, III, a director of the Company, effective immediately. Mr. Kelly was also appointed to serve on the Audit Committee and the Finance and Risk Committee of the Board, effective immediately. The Board has affirmatively determined that Mr. Kelly qualifies as an independent director under the Corporate Governance Standards of the New York Stock Exchange. A copy of the news release issued by the Company on February 24, 2015 announcing Mr. Kelly s appointment is attached hereto as Exhibit 99.1.

Mr. Kelly will participate in the non-management director compensation arrangements described in the Company s 2014 proxy statement. Under the terms of those arrangements, non-management directors receive an annual retainer of \$260,000 per year, 50% of which will be paid in shares of the Company s common stock and 50% of which will be paid in cash. Each annual retainer covers the period of Board service commencing at the Company s annual shareholders meeting and ending at its next annual shareholders meeting. For the period beginning at his election to the Board and ending at the 2015 annual shareholders meeting, Mr. Kelly will receive a prorated retainer fee to reflect such period of service.

**Item 9.01 Financial Statements And Exhibits.**

(a) Not applicable

(b) Not applicable

(c) Not applicable

(d) Exhibits.

99.1 News release of MetLife, Inc., dated February 24, 2015, announcing that its Board of Directors elected Edward J. Kelly, III, a director of the Company.

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: February 26, 2015

EXHIBIT INDEX

EXHIBIT

NUMBER

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