

METLIFE INC
Form 424B2
May 27, 2009

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**Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-147180**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
6.75% Senior Notes due 2016	\$ 1,250,000,000	\$ 69,750

- (1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933 as amended (the Securities Act).
- (2) Pursuant to Rule 457(r) under the Securities Act, the Registration fee of \$69,750 due with respect to this offering is offset against \$535,646 that has already been paid with respect to unsold securities that were previously registered pursuant to Registration Statement Nos. 333-124358, 333-124358-01 and 333-124358-02 and were not sold thereunder. No additional registration fee has been paid with respect to this offering. \$465,896 remains available for future registration fees after giving effect to this offering. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Registration Statement No. 333-147180 on Form S-3.

Prospectus Supplement**(To Prospectus Dated November 6, 2007)**

\$1,250,000,000

**MetLife, Inc.
6.75% Senior Notes due 2016**

MetLife, Inc. is offering (the *Offering*) \$1,250,000,000 aggregate principal amount of its 6.75% Senior Notes due 2016 (the *Senior Notes*). Interest on the Senior Notes will accrue at 6.75% per annum from May 29, 2009. We will pay interest on the Senior Notes semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2009.

The stated maturity of the Senior Notes will be June 1, 2016. The Senior Notes will be redeemable at MetLife, Inc.'s option in whole or in part, at any time and from time to time at a redemption price equal to the greater of 100% of the principal amount to be redeemed plus accrued and unpaid interest to the date of redemption and the Make-Whole Redemption Amount calculated as described in this prospectus supplement.

The Senior Notes will be unsecured obligations of MetLife, Inc. and will rank equally in right of payment with all MetLife, Inc.'s existing and future unsecured and unsubordinated indebtedness.

See Risk Factors beginning on page S-10 of this prospectus supplement to read about important factors you should consider before buying the Senior Notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Senior Note	Total
Price to the Public (1)	99.763%	\$ 1,247,037,500
Underwriting Discount	0.450%	\$ 5,625,000
Proceeds, before expenses, to MetLife, Inc.	99.313%	\$ 1,241,412,500

(1) Plus accrued and unpaid interest, if any, from May 29, 2009.

We do not currently intend to list the Senior Notes on any securities exchange. Currently there is no public market for the Senior Notes.

The Underwriters expect to deliver the Senior Notes, in book-entry form only, through the facilities of The Depository Trust Company (*DTC*) for the accounts of its participants, including Clearstream Banking, société anonyme, Luxembourg (*Clearstream Luxembourg*) and/or Euroclear Bank N.V./S.A. (*Euroclear*), on or about May 29, 2009.

Joint Bookrunners

Barclays Capital

UBS Investment Bank

Wachovia Securities

ANZ Securities	BNY Mellon Capital Markets, LLC	Daiwa Securities America Inc.	Goldman, Sachs & Co
J.P. Morgan	Mitsubishi UFJ Securities	Morgan Stanley	Scotia Capital
SOCIETE GENERALE	Standard Chartered Bank	UniCredit Capital Markets	
Blaylock Robert Van, LLC	Cabrera Capital Markets, LLC	CastleOak Securities, L.P.	Guzman & Company
Siebert Capital Markets	Ramirez & Co., Inc.	SBK-Brooks Investment Corp.	Toussaint Capital Partners, LLC

Prospectus Supplement dated May 26, 2009

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor the Underwriters have authorized anyone to provide you with additional or different information. If anyone provided you with additional or different information, you should not rely on it. Neither we nor the Underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference, is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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The Senior Notes are offered for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the Senior Notes in some jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come are required by us and the Underwriters to inform themselves about and to observe any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See Offering Restrictions in this prospectus supplement.

ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus carefully before investing in the Senior Notes. This prospectus supplement contains the terms of the Senior Notes. This prospectus supplement may add, update or change information in the accompanying prospectus. In addition, the information incorporated by reference in the accompanying prospectus may have added, updated or changed information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with any information in the accompanying prospectus (or any information incorporated therein by reference), this prospectus supplement will apply and will supersede such information.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the additional information under the caption Where You Can Find More Information in the accompanying prospectus.

Unless otherwise stated or the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to *MetLife*, *we*, *our*, or *us* refer to MetLife, Inc., together with its direct and indirect subsidiaries, while references to *MetLife, Inc.* refer only to the holding company on an unconsolidated basis.

WHERE YOU CAN FIND MORE INFORMATION

MetLife, Inc. files reports, proxy statements and other information with the Securities and Exchange Commission (SEC). These reports, proxy statements and other information can be read and copied at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. The SEC maintains an internet site at www.sec.gov that contains reports, proxy and information statements and other information regarding companies that file electronically with the SEC, including MetLife, Inc. MetLife, Inc.'s common stock is listed and trading on the New York Stock Exchange under the symbol MET. These reports, proxy statements and other information can also be read at the offices of the New York Stock Exchange, 11 Wall Street, New York, New York 10005.

The SEC allows incorporation by reference into this prospectus supplement and the accompanying prospectus of information that MetLife, Inc. files with the SEC. This permits MetLife, Inc. to disclose important information to you by referencing these filed documents. Any information referenced this way is considered part of this prospectus supplement and accompanying prospectus. Information furnished under Item 2.02 and Item 7.01 of MetLife, Inc.'s Current Reports on Form 8-K is not incorporated by reference in this prospectus supplement and accompanying prospectus. MetLife, Inc. incorporates by reference the following documents which have been filed with the SEC:

Annual Report on Form 10-K for the year ended December 31, 2008 (the *2008 MetLife Form 10-K*);

Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 (the *First Quarter MetLife Form 10-Q*); and

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Current Reports on Form 8-K filed January 14, 2009, January 30, 2009, February 9, 2009 (only with respect to the Item 3.03 information), February 10, 2009, February 18, 2009, March 5, 2009, March 13, 2009, March 23, 2009, March 26, 2009, March 31, 2009, April 17, 2009, May 1, 2009 (only with respect to the Item 8.01 information), May 11, 2009 and May 21, 2009.

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MetLife, Inc. incorporates by reference the documents listed above and any future filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), until the termination or completion of the offering of the securities made by this prospectus supplement and accompanying prospectus. Any reports filed by us with the SEC after the date of this prospectus supplement and before the date that the offering of securities by means of this prospectus supplement and accompanying prospectus is terminated or completed will automatically update and, where applicable, supersede any information contained in this prospectus supplement and accompanying prospectus or incorporated by reference in this prospectus supplement and accompanying prospectus.

MetLife, Inc. will provide without charge upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement and accompanying prospectus, other than exhibits to those documents, unless those exhibits are specifically incorporated by reference into those documents. Requests should be directed to Investor Relations, MetLife, Inc., 1095 Avenue of the Americas, New York, New York 10036 by electronic mail (metir@metlife.com), or by telephone (212-578-2211). You may also obtain some of the documents incorporated by reference into this document at MetLife's website, www.metlife.com. All other information contained on MetLife's website is not a part of this document.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement may contain or incorporate by reference information that includes or is based upon forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements give expectations or forecasts of future events. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as anticipate, estimate, expect, project, intend, plan, believe and other words and terms of similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, trends in operations and financial results.

Any or all forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining MetLife's actual future results. These statements are based on current expectations and the current economic environment. They involve a number of risks and uncertainties that are difficult to predict. These statements are not guarantees of future performance. Actual results could differ materially from those expressed or implied in the forward-looking statements. Risks, uncertainties, and other factors that might cause such differences include the risks, uncertainties and other factors identified in MetLife, Inc.'s filings with the SEC. These factors include: (i) difficult and adverse conditions in the global and domestic capital and credit markets; (ii) continued volatility and further deterioration of the capital and credit markets, which may affect MetLife's ability to seek financing or access its credit facilities; (iii) uncertainty about the effectiveness of the U.S. government's plan to stabilize the financial system by injecting capital into financial institutions, purchasing large amounts of illiquid, mortgage-backed and other securities from financial institutions, or otherwise; (iv) the impairment of other financial institutions; (v) potential liquidity and other risks resulting from MetLife's participation in a securities lending program and other transactions; (vi) exposure to financial and capital market risk; (vii) changes in general economic conditions, including the performance of financial markets and interest rates, which may affect MetLife's ability to raise capital, generate fee income and market-related revenue and finance statutory reserve requirements and may require MetLife to pledge collateral or make payments related to declines in value of specified assets; (viii) defaults on MetLife's mortgage and consumer loans; (ix) investment losses and defaults, and changes to investment valuations; (x) impairments of goodwill and realized losses or market value impairments to illiquid assets; (xi) unanticipated changes in industry trends; (xii) heightened competition, including with respect to pricing, entry of new competitors, consolidation of distributors, the development of new products by new and existing competitors and for personnel; (xiii) discrepancies between actual claims experience and assumptions used in setting prices for MetLife's products and establishing the liabilities for MetLife's obligations for future policy benefits and claims; (xiv) discrepancies between actual experience and assumptions used in establishing liabilities related to other contingencies or obligations; (xv) ineffectiveness of risk management policies and procedures, including with respect to guaranteed benefit riders (which may be affected by fair value adjustments arising from changes in our own credit spread) on certain of MetLife's variable annuity products; (xvi) increased expenses relating to pension and post-retirement benefit plans, (xvii) catastrophe losses; (xviii) changes in assumptions related to deferred policy acquisition costs, value of business acquired or goodwill; (xix) downgrades in MetLife, Inc.'s and its affiliates' claims paying ability, financial strength or credit ratings; (xx) economic, political, currency and other risks relating to MetLife's international operations; (xxi) availability and effectiveness of reinsurance or indemnification arrangements, (xxii) regulatory, legislative or tax changes that may affect the cost of, or demand for, MetLife's products or services; (xxiii) changes in accounting standards, practices and/or policies; (xxiv) adverse results or other consequences from litigation, arbitration or regulatory investigations; (xxv) deterioration in the experience of the closed block established in connection with the reorganization of Metropolitan Life Insurance Company; (xxvi) the effects of business disruption or economic contraction due to terrorism, other hostilities, or natural catastrophes; (xxvii) MetLife's ability to identify and consummate on successful

terms any future acquisitions, and to successfully integrate acquired businesses with minimal disruption;
(xxviii) MetLife, Inc.'s primary reliance, as a holding company, on dividends from its subsidiaries to meet debt payment obligations and the applicable regulatory restrictions on the ability of the subsidiaries to pay such dividends;
and (xxix) other risks and uncertainties described from time to time in MetLife, Inc.'s filings with the SEC.

MetLife, Inc. does not undertake any obligation to publicly correct or update any forward-looking statement if MetLife, Inc. later becomes aware that such statement is not likely to be achieved. Please consult any further disclosures MetLife, Inc. makes on related subjects in reports to the SEC.

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NOTE REGARDING RELIANCE ON STATEMENTS IN OUR CONTRACTS

In reviewing the agreements included as exhibits to any of the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, please remember that they are incorporated to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about MetLife, Inc., its subsidiaries or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties to the agreement if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

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SUMMARY

This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before purchasing any securities in the offering. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled Risk Factors, our financial statements and the notes thereto incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision.

MetLife

MetLife, Inc. is a leading provider of insurance, employee benefits and financial services with operations throughout the United States and the Latin America, Europe and Asia Pacific regions. Through its subsidiaries and affiliates, MetLife, Inc. reaches more than 70 million customers around the world and MetLife is the largest life insurer in the United States (based on life insurance in-force). The MetLife companies offer life insurance, annuities, auto and home insurance, retail banking and other financial services to individuals, as well as group insurance and retirement & savings products and services to corporations and other institutions. MetLife is one of the largest insurance and financial services companies in the United States. MetLife believes that its franchises and brand names uniquely position it to be the preeminent provider of protection and savings and investment products in the United States. In addition, its international operations are focused on markets where the demand for insurance and savings and investment products is expected to grow rapidly in the future.

MetLife divides its business into four operating segments:

Institutional. The Institutional segment offers a broad range of group insurance and retirement & savings products and services to corporations and other institutions and their respective employees.

Group insurance products and services include group life insurance, non-medical health insurance products and related administrative services, as well as other benefits and services, such as employer-sponsored auto and homeowners insurance provided through the Auto & Home segment and prepaid legal services plans. MetLife offers group insurance products as employer-paid benefits or as voluntary benefits where all or a portion of the premiums are paid by the employee. MetLife has built a leading position in the U.S. group insurance market through long-standing relationships with many of the largest corporate employers in the United States. MetLife distributes its group insurance products and services through a sales force that is segmented by the size of the target customer. Voluntary products are sold through the same sales channels, as well as by specialists for these products.

Institutional's retirement & savings products and services include an array of annuity and investment products, including guaranteed interest products and other stable value products, accumulation and income annuities, and separate account contracts for the investment management of defined benefit and defined contribution plan assets. MetLife distributes retirement & savings products and services through dedicated sales teams and relationship managers. In addition, the retirement & savings organization works with the distribution channels in the Individual segment and in the group insurance area, to better reach and service customers, brokers, consultants and other intermediaries.

Individual. The Individual segment offers a wide variety of protection and asset accumulation products aimed at serving the financial needs of our customers throughout their entire life cycle. Individual segment products include insurance products, such as traditional, variable and universal life insurance and variable and fixed

annuities. In addition, Individual sales representatives distribute disability insurance and long-term care insurance products offered through the Institutional segment, investment products such as mutual funds, as well as other products offered by MetLife's other businesses.

Individual products are distributed nationwide through multiple channels, with the primary distribution systems being the individual distribution group and the third party distribution group.

International. The International segment provides life insurance, accident and health insurance, credit insurance, annuities and retirement & savings products to both individuals and groups. MetLife focuses on emerging markets primarily within the Latin America, Europe and Asia Pacific regions. MetLife operates in

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Latin America in Mexico, Chile, Argentina, Brazil and Uruguay. In Europe, MetLife operates in the United Kingdom, Belgium, Poland and Ireland. The results of our operations in India are also included in this region. In the Asia Pacific region, MetLife operates in South Korea, Taiwan, Australia, Japan, Hong Kong and China.

Auto & Home. The Auto & Home segment offers personal lines property and casualty insurance directly to employees at their employer's worksite, as well as to individuals through a variety of retail distribution channels, including independent agents, property and casualty specialists, direct response marketing and the agency distribution group.

Corporate & Other contains the excess capital not allocated to the business segments, various start-up entities, including MetLife Bank, N.A., a national bank, and run-off entities, as well as interest expense related to the majority of MetLife's outstanding debt and expenses associated with certain legal proceedings and income tax audit issues. Corporate & Other also includes the elimination of all intersegment amounts.

On September 12, 2008, MetLife completed a tax-free split-off of its majority-owned subsidiary, Reinsurance Group of America, Incorporated (RGA). The disposition of RGA resulted in the elimination of MetLife's Reinsurance segment.

MetLife, Inc. is incorporated under the laws of the State of Delaware. MetLife, Inc.'s principal executive offices are located at 200 Park Avenue, New York, New York 10166-0188 and its telephone number is (212) 578-2211.

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The Offering

Issuer	MetLife, Inc.						
Securities Offered	\$1,250,000,000 aggregate principal amount of 6.75% Senior Notes due 2016 (the <i>Senior Notes</i>).						
Maturity Date	June 1, 2016.						
Interest Rate	The Senior Notes will bear interest from May 29, 2009 at the rate of 6.75% per year.						
Interest Payment Dates	June 1 and December 1 of each year, beginning on December 1, 2009.						
Trustee	The Bank of New York Mellon Trust Company, N.A.						
Redemption	The Senior Notes will be redeemable at MetLife, Inc.'s option in whole or in part, at any time and from time to time at a redemption price equal to the greater of 100% of the principal amount to be redeemed plus accrued and unpaid interest to the date of redemption and the <i>Make-Whole Redemption Amount</i> calculated as described under <i>Description of the Senior Notes</i> <i>Redemption</i> .						
Anticipated Ratings	<table border="0" style="width: 100%;"> <tr> <td style="width: 80%;">Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc.:</td> <td style="text-align: right;">A-</td> </tr> <tr> <td>Moody's Investors Service, Inc.:</td> <td style="text-align: right;">A2</td> </tr> <tr> <td>Fitch Ratings, Inc.:</td> <td style="text-align: right;">A</td> </tr> </table> <p>An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their rating on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the Senior Notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.</p>	Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc.:	A-	Moody's Investors Service, Inc.:	A2	Fitch Ratings, Inc.:	A
Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc.:	A-						
Moody's Investors Service, Inc.:	A2						
Fitch Ratings, Inc.:	A						
Ranking	The Senior Notes will be unsecured obligations of MetLife, Inc. and will rank equally in right of payment with all of MetLife, Inc.'s existing and future unsecured and unsubordinated indebtedness.						
Denominations	\$2,000 and integral multiples of \$1,000 in excess thereof.						
Use of Proceeds	We estimate that the net proceeds from the sale of the Senior Notes will be approximately \$1,240,823,500, after deducting the underwriting discounts and commissions and the estimated offering expenses payable by us. We expect to use the net proceeds from the sale of the Senior Notes for general corporate purposes.						

Clearance and Settlement	The Senior Notes will be cleared through DTC, for the accounts of its participants, including Clearstream Luxembourg and/or Euroclear.
Listing	The Senior Notes are not, and are not expected to be, listed on any national securities exchange nor included in any automated quotation system.
Governing Law	The State of New York.

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RISK FACTORS

Investment in the Senior Notes offered hereby will involve certain risks. You should read the Risk Factors set forth in the 2008 MetLife Form 10-K, which is incorporated by reference herein. Investors should note, however, that MetLife's business, financial condition, results of operations and prospects may have changed since the date of the 2008 MetLife Form 10-K. Accordingly, you should review the information included in the Risk Factors set forth in the 2008 MetLife Form 10-K as such information has been modified and supplemented in documents subsequently filed by MetLife, Inc. with the SEC and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the Risk Factors in the First Quarter MetLife Form 10-Q.

In consultation with your own financial and legal advisors, you should carefully consider the information included in this prospectus supplement and the accompanying prospectus together with the other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding whether an investment in the Senior Notes offered hereby is suitable for you. The Senior Notes offered hereby will not be an appropriate investment for you if you are not knowledgeable about significant features of the Senior Notes offered hereby or financial matters in general. You should not purchase any of the offered Senior Notes unless you understand, and know that you can bear, these investment risks.

The Indenture Does Not Limit the Amount of Indebtedness that We or Our Subsidiaries May Incur.

Neither we nor any of our subsidiaries are restricted from incurring additional debt or other liabilities, including additional senior debt, under the Indenture (as defined under Description of the Senior Notes). At March 31, 2009, MetLife, Inc. had \$9.1 billion of senior debt outstanding. If we incur additional debt or liabilities, our ability to pay our obligations on the Senior Notes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities. In addition, we are not restricted from paying dividends on or issuing or repurchasing our securities under the Indenture.

There Are No Financial Covenants in the Indenture.

There are no financial covenants in the Indenture. You are not protected under the Indenture in the event of a highly leveraged transaction, reorganization, change of control, restructuring, merger or similar transaction that may adversely affect you, except to the limited extent described in the accompanying prospectus under Description of the Debt Securities Consolidation, Merger, Sale of Assets and Other Transactions.

The Senior Notes Are Not Guaranteed by Any of Our Subsidiaries and Are Structurally Subordinated to the Debt and Other Liabilities of Our Subsidiaries, Which Means that Creditors of Our Subsidiaries Will be Paid from Their Assets Before Holders of the Senior Notes Would Have Any Claims to Those Assets.

We are a holding company and conduct substantially all of our operations through subsidiaries, which means that our ability to meet our obligations on the Senior Notes depends on our ability to receive distributions from our subsidiaries. However, the Senior Notes are obligations exclusively of MetLife, Inc. and are not guaranteed by any of our subsidiaries. As a result, the Senior Notes are structurally subordinated to all debt and other liabilities of our subsidiaries (including liabilities to policyholders and contractholders), which means that creditors of our subsidiaries will be paid from their assets before holders of the Senior Notes would have any claims to those assets. At March 31, 2009, our subsidiaries had \$11.8 billion of total debt outstanding (excluding intercompany liabilities).

An Active After-Market for the Senior Notes May Not Develop.

The Senior Notes have no established trading market. We cannot assure you that an active after-market for the Senior Notes will develop or be sustained or that holders of the Senior Notes will be able to sell their Senior Notes at favorable prices or at all. Although the Underwriters have indicated to us that they intend to make a market in the Senior Notes, as permitted by applicable laws and regulations, they are not obligated to do so and may discontinue any such market-making at any time without notice. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Senior Notes. The Senior Notes are not listed and we do not plan to apply to list the Senior Notes on any securities exchange or to include them in any automated dealer quotation system.

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If a Trading Market Does Develop, Changes in Our Credit Ratings or the Debt Markets Could Adversely Affect the Market Price of the Senior Notes.

The market price for the Senior Notes depends on many factors, including:

- Our credit ratings with major credit rating agencies;
- The prevailing interest rates being paid by other companies similar to us;
- Our financial condition, financial performance and future prospects; and
- The overall condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the Senior Notes.

In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the insurance industry as a whole and may change their credit rating for us based on their overall view of our industry. A negative change in our rating could have an adverse effect on the price of the Senior Notes.

Changes in Tax Laws, Treasury and Other Regulations Promulgated Thereunder, or Interpretations of Such Laws or Regulations Could Increase Our Corporate Taxes; Changes in Tax Laws Could Make Some of Our Products Less Attractive to Consumers.

Changes in tax laws, Treasury and other regulations promulgated thereunder, or interpretations of such laws or regulations could increase our corporate taxes. The Obama Administration has proposed corporate tax changes. Changes in corporate tax rates could affect the value of deferred tax assets and deferred tax liabilities. Furthermore, the value of deferred tax assets could be impacted by future earnings levels.

Changes in tax laws could make some of our products less attractive to consumers. A shift away from life insurance and annuity contracts and other tax-deferred products would reduce our income from sales of these products, as well as the assets upon which we earn investment income. The Obama Administration has proposed certain changes to individual income tax rates and rules applicable to certain policies.

We cannot predict whether any tax legislation impacting corporate taxes or insurance products will be enacted, what the specific terms of any such legislation will be or whether, if at all, any legislation would have a material adverse effect on our financial condition and results of operations.

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The following selected financial data has been derived from MetLife, Inc.'s audited consolidated financial statements. The statement of income data for the years ended December 31, 2008, 2007 and 2006 and the balance sheet data at December 31, 2008 and 2007 have been derived from MetLife, Inc.'s audited financial statements included in the 2008 MetLife Form 10-K incorporated by reference into this prospectus supplement. The statement of income data for the years ended December 31, 2005 and 2004, and the balance sheet at December 31, 2006 and 2005 has been derived from MetLife, Inc.'s audited financial statements included in the MetLife, Inc. Annual Report on Form 10-K for the year ended December 31, 2006 not included herein. The balance sheet data at December 31, 2004 has been derived from MetLife, Inc.'s audited financial statements included in the MetLife, Inc. Annual Report on Form 10-K for the year ended December 31, 2005 not included herein. This selected financial data should be read in conjunction with and is qualified by reference to those financial statements and the related notes. On January 1, 2009, the Company adopted SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an Amendment of Accounting Research Bulletin No. 51 (SFAS 160)*. Among other items, SFAS 160 established consolidating parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also established disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. The adoption of SFAS 160 did not represent a fundamental change. However, we have adjusted our presentation of noncontrolling interest in the interim condensed consolidated financial statements as filed in the First Quarter MetLife Form 10-Q in order to comply with the disclosure requirements provided by SFAS 160. The selected historical consolidated financial data shown below has not been retrospectively adjusted to reflect the impact of SFAS 160.

	2008	Years Ended December 31,			2004
		2007	2006	2005	
		(In millions)			
Statement of Income Data (1)					
Revenues (2),(3):					
Premiums	\$ 25,914	\$ 22,970	\$ 22,052	\$ 20,979	\$ 18,842
Universal life and investment-type product policy fees	5,381	5,238	4,711	3,775	2,819
Net investment income	16,296	18,063	16,247	14,064	11,627
Other revenues	1,586	1,465	1,301	1,221	1,152
Net investment gains (losses)	1,812	(578)	(1,382)	(112)	114
Total revenues	50,989	47,158	42,929	39,927	34,554
Expenses (2),(3):					
Policyholder benefits and claims	27,437	23,783	22,869	22,236	19,907
Interest credited to policyholder account balances	4,787	5,461	4,899	3,650	2,766
Policyholder dividends	1,751	1,723	1,698	1,678	1,664
Other expenses	11,924	10,429	9,537	8,259	6,833

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Total expenses	45,899	41,396	39,003	35,823	31,170
Income from continuing operations before provision for income tax	5,090	5,762	3,926	4,104	3,384
Provision for income tax (2)	1,580	1,660	1,016	1,156	931
Income from continuing operations	3,510	4,102	2,910	2,948	2,453
Income (loss) from discontinued operations, net of income tax (2)	(301)	215	3,383		