

METLIFE INC  
Form 8-K  
October 01, 2018

**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): September 25, 2018**

**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.)**

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

**10166-0188**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**212-578-9500**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 25, 2018, the MetLife, Inc. (the Company ) Board of Directors (the Board ) adopted amended and restated Company By-Laws (as so amended, the By-Laws ), effective immediately. The amendments update the advance notice procedures and related information requirements in connection with stockholder proposals and director nominations. A beneficial stockholder, and each person acting in concert, must provide the Company, among other things: (i) information about their economic and voting interests in Company securities; (ii) a description of any arrangement with respect to the proposal or nomination; and (iii) with respect to director nominations, a completed nominee questionnaire. The amendments also make additional changes to include certain defined terms and certain other minor administrative, clarifying and conforming changes.

The foregoing description of the By-Laws is not complete and is qualified in its entirety by reference to the full text of 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.**

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | <u>Amended and Restated By-Laws of MetLife, Inc., effective September 25, 2018, redlined for amendments effective September 25, 2018.</u> |
| 3.2         | <u>Amended and Restated By-Laws of MetLife, Inc., effective September 25, 2018.</u>   |

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/ Jeannette N. Pina

Name: Jeannette N. Pina

Title: Vice President and Secretary

Date: October 1, 2018