

METLIFE INC
Form 8-K
June 28, 2005

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**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): June 22, 2005

MetLife, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-15787

13-4075851

(Commission File Number)

(IRS Employer Identification No.)

200 Park Avenue, New York, New York

10166-0188

(Address of Principal Executive Offices)

(Zip Code)

212-578-2211

(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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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UNDERWRITING AGREEMENT

PRICING AGREEMENT

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Item 8.01. Other Events.

On June 22, 2005, MetLife, Inc., a Delaware corporation, entered into (i) an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference), and (ii) a pricing agreement relating to £400 million aggregate principal amount of 5.25% senior notes due June 29, 2020 (the Senior Notes) (attached hereto as Exhibit 1.2 and incorporated herein by reference), each among MetLife, Inc., Barclays Bank PLC and The Royal Bank of Scotland plc, as representatives of the several underwriters (the Underwriters), pursuant to which the Underwriters agreed to purchase the Senior Notes from MetLife, Inc.

Senior Notes being offered and sold outside the United States are being offered and sold in reliance upon Regulation S under the Securities Act of 1933, as amended (the Securities Act). Senior Notes initially offered and sold outside the United States may be resold in the United States from time to time in transactions requiring registration under the Securities Act. Such securities will be offered and sold pursuant to the shelf registration statement on Form S-3 (registration nos. 333-124358, 333-124358-01 and 333-124358-02) under the Securities Act filed with the U.S. Securities and Exchange Commission on April 27, 2005, and a prospectus supplement dated June 22, 2005.

Item 9.01. Financial Statements and Exhibits.

The following documents are filed with reference to and hereby incorporated by reference into the Registration Statement.

- (c) 1.1 Underwriting Agreement dated June 22, 2005 among MetLife, Inc. and the Underwriters.
 - 1.2 Pricing Agreement dated June 22, 2005, among MetLife, Inc. and the Underwriters, relating to the Senior Notes.
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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/ Gwenn L. Carr

Name: Gwenn L. Carr

Title: Senior Vice-President and Secretary

Date: June 28, 2005

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EXHIBIT INDEX

| Exhibit Number | Exhibit |
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| 1.2 | Pricing Agreement dated June 22, 2005, among MetLife, Inc. and the Underwriters, relating to the Senior Notes. |