

METLIFE INC
Form 8-K
April 29, 2011

**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): April 26, 2011
METLIFE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-15787 | 13-4075851 |
| (State or Other Jurisdiction of Incorporation) | (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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The MetLife, Inc. (the Company) annual meeting of stockholders was held on April 26, 2011 (the 2011 Annual Meeting). The matters that were voted upon at the 2011 Annual Meeting, and the number of votes cast for, against, or withheld, as well as the number of abstentions and broker non-votes as to each such matter, as applicable, are set forth below.

At the 2011 Annual Meeting, the stockholders elected one Class II Director for a term expiring at the Company's 2013 Annual Meeting, and four Class III Directors, each for a term expiring at the Company's 2014 Annual Meeting.(1) The stockholders approved the proposal to amend the Company's Certificate of Incorporation to declassify the Board of Directors(2) and ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for 2011.(3) The stockholders also approved, on an advisory basis, the compensation paid to the Company's Named Executive Officers as disclosed in the Company's 2011 Proxy Statement.(4)

Finally, the stockholders voted, on an advisory basis, on the frequency of future advisory votes to approve the compensation paid to the Company's Named Executive Officers.(5) Because the stockholders' vote on the frequency of future advisory votes on executive compensation is itself advisory, the result is not binding. The Company expects to publicly disclose within 150 days of the 2011 Annual Meeting its Board of Directors' determination of the frequency with which future advisory votes on executive compensation will be held.

(1) Election of Directors:

| Nominee Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------------------|------------------|-----------------------|-------------------------|
| Steven A. Kandarian (Class II) | 796,454,536 | 5,904,805 | 33,068,430 |
| Sylvia Mathews Burwell (Class III) | 796,622,959 | 5,736,382 | 33,068,430 |
| Eduardo Castro-Wright (Class III) | 792,123,544 | 10,235,797 | 33,068,430 |
| Cheryl W. Gris  (Class III) | 792,507,333 | 9,852,008 | 33,068,430 |
| Lulu C. Wang (Class III) | 796,632,568 | 5,726,773 | 33,068,430 |

| | Votes For | Votes Against | Abstained | Broker Non-Votes |
|--|------------------|----------------------|------------------|-------------------------|
| (2) Proposal to amend the Certification of Incorporation to declassify the Board of Directors | 833,773,274 | 1,182,599 | 471,898 | |
| (3) Ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditor for 2011 | 827,419,974 | 6,458,368 | 1,549,429 | |
| (4) Advisory vote to approve the compensation paid to the Company's Named Executive Officers | 786,257,935 | 15,439,471 | 661,935 | 33,068,430 |

| | 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|--|---------------|----------------|----------------|----------------|-------------------------|
| (5) Advisory vote on the frequency of future advisory votes to approve the compensation paid to the Company's Named Executive Officers | 745,173,211 | 3,846,413 | 52,359,520 | 980,197 | 33,068,430 |

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/ Christine M. DeBiase
Name: Christine M. DeBiase
Title: Vice President and Secretary

Date: April 29, 2011