

METLIFE INC  
Form 8-K/A  
September 28, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**  
**Amendment No. 1**

**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 13, 2017**

**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**  
**(Address of Principal Executive Offices)**

**10166-0188**  
**(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))

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.

**TABLE OF CONTENTS**

Item 5.07 Submission of Matters to a Vote of Security Holders  
SIGNATURES

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

In the proxy statement that MetLife, Inc. (the Company ) provided to shareholders in connection with the Company s 2017 annual stockholder meeting (the Annual Meeting ), the Company s Board of Directors recommended that the stockholders vote, on an advisory basis, in favor of an annual frequency for future say-on-pay votes. Say-on-pay votes are periodic, nonbinding stockholder votes to approve the compensation paid to the Company s named executive officers as disclosed in the Company s proxy statements, and are required under Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

At the Annual Meeting on June 13, 2017, approximately 91% of the shares voting on the matter voted in favor of an annual frequency for say-on-pay votes. On September 26, 2017, the Company s Board of Directors approved an annual frequency for future say-on-pay votes. As a result, the Company expects that a say-on-pay vote will be held each year through 2023, when the next stockholder vote on the frequency of say-on-pay votes is required under the Exchange Act.

The results of the stockholder votes at the Annual meeting were disclosed by the Company on a Current Report on Form 8-K filed on June 15, 2017 (the Original Report ). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company s decision on the frequency of future say-on-pay votes.

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: September 28, 2017