

METLIFE INC  
Form S-8 POS  
September 08, 2014

As filed with the Securities and Exchange Commission on September 8, 2014

Registration No. 333-162926

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**METLIFE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**13-4075851**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**200 Park Avenue**

**New York, New York 10166-0188**

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

**MetLife Premier Client Group Voluntary Deferred Compensation Plan**

**(Full title of the plan)**

**Ricardo A. Anzaldua, Esq.**

**Executive Vice President and General Counsel**

**MetLife, Inc.**

**200 Park Avenue**

**New York, New York 10166-0188**

**(212) 578-2211**

**(Name, address, including zip code, and telephone number,**

**including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Explanatory Statement**

MetLife, Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 (this Post-Effective Amendment ) to its Registration Statement on Form S-8 (File No. 333-162926) filed with the Securities and Exchange Commission on November 5, 2009 (the 2009 S-8 ) to deregister all amounts registered under the 2009 S-8 for the MetLife Individual Distribution Sales Deferred Compensation Plan (since renamed the MetLife Premier Client Group Voluntary Deferred Compensation Plan (the Plan )) that were not covered by compensation deferred under the Plan as of August 14, 2014

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(the Uncovered Amounts ). The Uncovered Amounts were transferred to a new Registration Statement on Form S-8 that was filed on August 14, 2014. The Uncovered Amounts are hereby deregistered from the 2009 S-8.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of September, 2014.

METLIFE, INC.

By: /s/ Ricardo A. Anzaldua

Name: Ricardo A. Anzaldua

Title: Executive Vice President and  
General Counsel

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**SIGNATURES FOR POST-EFFECTIVE AMENDMENT TO REGISTRATION STATEMENT**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the date indicated.

<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
* Cheryl W. Grisé	Director	September 8, 2014
* Carlos M. Gutierrez	Director	September 8, 2014
* R. Glenn Hubbard	Director	September 8, 2014
* John M. Keane	Director	September 8, 2014
* Alfred F. Kelly, Jr.	Director	September 8, 2014
* William E. Kennard	Director	September 8, 2014
* James M. Kilts	Director	September 8, 2014
* Catherine R. Kinney	Director	September 8, 2014
* Denise M. Morrison	Director	September 8, 2014

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NAME	TITLE	DATE
* Kenton J. Sicchitano	Director	September 8, 2014
* Lulu C. Wang	Director	September 8, 2014
/s/ Steven A. Kandarian Steven A. Kandarian	Chairman, President and Chief Executive Officer (Principal Executive Officer)	September 8, 2014
/s/ John C. R. Hele John C. R. Hele	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 8, 2014
/s/ Peter M. Carlson Peter M. Carlson	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 8, 2014
* Pursuant to Power of Attorney:		
/s/ Ricardo A. Anzaldua Ricardo A. Anzaldua	Executive Vice President and General Counsel	September 8, 2014

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Powers of Attorney