

Edgar Filing: METLIFE INC - Form S-8

METLIFE INC
Form S-8
December 15, 2006

As filed with the Securities and Exchange Commission on December 15, 2006

Registration No. 333-121343

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
incorporation or organization)

13-4075851
(I.R.S. employer identification no.)

200 Park Avenue
Floor 1200
New York, New York 10166-0188
(212) 578-2211

METLIFE LEADERSHIP DEFERRED COMPENSATION PLAN
(Full title of the plan)

James L. Lipscomb, Esq.
Executive Vice President and General Counsel
MetLife, Inc.
200 Park Avenue
Floor 1200
New York, New York 10166-0188
(212) 578-2211

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) |
|--|----------------------------|---|---|
| Obligations Under MetLife Leadership Deferred Compensation Plan | \$315,000,000 | 100% | \$315,000,000 |

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- (1) The Obligations Under the MetLife Leadership Deferred Compensation Plan (the "Obligations") are unsecured general obligations of MetLife, Inc. to pay deferred compensation in accordance with the terms of the MetLife Leadership Deferred Compensation Plan.
- (2) Estimated solely for the purpose of determining the registration fee.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to Instruction E of Form S-8, this filing relates to the registration of additional securities of the same class as other securities for which a registration statement filed on this form relating to an employee benefit plan is effective. The contents of the registration statement on Form S-8 (File No. 333-121343) are hereby incorporated herein by reference.

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ITEM 8. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| 5 | Opinion of Richard S. Collins, Esq., Chief Counsel-General Corporate of the registrant, regarding the legality of the securities registered hereunder. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Richard S. Collins, Esq., Chief Counsel-General Corporate of the registrant (included in Exhibit 5). |
| 24 | Power of Attorney (included on the signature page to this Post-Effective Amendment No. 1 to Registration Statement). |

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SIGNATURES

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 No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 12th day of December, 2006.

METLIFE, INC.

By: /s/ C. Robert Henrikson

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 Name: C. Robert Henrikson
 Title: Chairman and Chief Executive Officer

Each person whose signature appears below hereby authorizes and appoints C. Robert Henrikson, James L. Lipscomb, Anthony J. Williamson or any of them, as such person's attorney-in-fact and agent, with full power of substitution and resubstitution, to sign and file on such person's behalf individually and in each capacity stated below (i) any and all amendments (including post-effective amendments) to this registration statement and any subsequent registration statement filed by MetLife, Inc. pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and (ii) any and all other instruments which any of such attorneys-in-fact and agents deems necessary or advisable to comply with the Securities Act of 1933, the rules, regulations and requirements of the Securities and Exchange Commission and Blue Sky or other state securities laws and regulations, as fully as such person could do in person, hereby verifying and confirming all that such attorneys-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| NAME | TITLE | DATE |
|---|--|-------------------|
| /s/ C. Robert Henrikson ----- C. Robert Henrikson | Chairman, Chief Executive Officer and Director | December 12, 2006 |
| /s/ Curtis H. Barnette ----- Curtis H. Barnette | Director | December 12, 2006 |
| /s/ Burton A. Dole, Jr. ----- Burton A. Dole, Jr. | Director | December 12, 2006 |

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| NAME | TITLE | DATE |
|----------------------------|----------|-------------------|
| _____ Cheryl W. Grise | Director | December 12, 2006 |
| _____ James R. Houghton | Director | December 12, 2006 |
| _____ | Director | December 12, 2006 |

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Harry P. Kamen

| | | |
|----------------------|----------|-------------------|
| /s/ Helene L. Kaplan | | |
| _____ | Director | December 12, 2006 |
| Helene L. Kaplan | | |

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|-------------------|----------|-------------------|
| /s/ John M. Keane | | |
| _____ | Director | December 12, 2006 |
| John M. Keane | | |

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| /s/ James M. Kilts | | |
| _____ | Director | December 12, 2006 |
| James M. Kilts | | |

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|-------------------------|----------|-------------------|
| /s/ Charles M. Leighton | | |
| _____ | Director | December 12, 2006 |
| Charles M. Leighton | | |

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| /s/ Sylvia M. Mathews | | |
| _____ | Director | December 12, 2006 |
| Sylvia M. Mathews | | |

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| /s/ Hugh B. Price | | |
| _____ | Director | December 12, 2006 |
| Hugh B. Price | | |

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|--------------------------|----------|-------------------|
| /s/ Kenton J. Sicchitano | | |
| _____ | Director | December 12, 2006 |
| Kenton J. Sicchitano | | |

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| NAME | TITLE | DATE |
|----------------------------|------------------------------|-------------------|
| /s/ William C. Steere, Jr. | | |
| _____ | Director | December 12, 2006 |
| William C. Steere, Jr. | | |
| /s/ William J. Wheeler | | |
| _____ | Principal Financial Officer | December 12, 2006 |
| William J. Wheeler | | |
| /s/ Joseph J. Prochaska | | |
| _____ | Principal Accounting Officer | December 12, 2006 |
| Joseph J. Prochaska | | |

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