

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. 333-121342

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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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

THE METLIFE NON-MANAGEMENT DIRECTORS 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)	AMOUNT OF REGISTRATION
Obligations Under	\$6,000,000	100%	\$6,000,000	\$642.00

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MetLife Non-  
Management  
Directors Deferred  
Compensation Plan

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

### PART II 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 a benefit plan is effective. The contents of the registration statement on Form S-8 (File No. 333-121342) are hereby incorporated by reference.

1

#### 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).

2

#### 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

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requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement 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

\_\_\_\_\_  
 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 and 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

3

NAME	TITLE	DATE
_____ Cheryl W. Grise	Director	December 12, 2006

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_____ James R. Houghton	Director	December 12, 2006
_____ Harry P. Kamen	Director	December 12, 2006
/s/ Helene L. Kaplan _____ Helene L. Kaplan	Director	December 12, 2006
/s/ John M. Keane _____ John M. Keane	Director	December 12, 2006
/s/ James M. Kilts _____ James M. Kilts	Director	December 12, 2006
/s/ Charles M. Leighton _____ Charles M. Leighton	Director	December 12, 2006
/s/ Sylvia M. Mathews _____ Sylvia M. Mathews	Director	December 12, 2006
/s/ Hugh B. Price _____ Hugh B. Price	Director	December 12, 2006
/s/ Kenton J. Sicchitano _____ Kenton J. Sicchitano	Director	December 12, 2006

4

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

5

EXHIBIT INDEX

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