METLIFE INC
Form 424B7
March 01, 2011

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The information contained in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell the Common Equity Units and are not soliciting an offer to buy the Common Equity Units in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(7)
Registration No. 333-170876

SUBJECT TO COMPLETION, DATED MARCH 1, 2011

Prospectus Supplement
(To Prospectus dated November 30, 2010)

40,000,000 Common Equity Units

This is an offering of Common Equity Units of MetLife, Inc. by ALICO Holdings LLC, the selling securityholder (the *Selling Securityholder*), and a subsidiary of American International Group, Inc. (*AIG*). Each Common Equity Unit initially consists of:

three stock purchase contracts (each a *Stock Purchase Contract* and together, the *Stock Purchase Contracts*) under which each holder must purchase, and MetLife, Inc. must sell, on each of the three stock purchase dates (each a *Stock Purchase Date*), a variable number of shares of MetLife, Inc. s common stock, par value $0.01 per share (the *Common Stock*), in each case for an aggregate purchase price of $25.00;

prior to the First Stock Purchase Date (as defined in this prospectus supplement), a 1/40, or 2.50%, undivided beneficial ownership interest in a Series C Senior Debenture due 2023 of MetLife, Inc. (the *Series C Debentures*) having a principal amount of $1,000;

prior to the Second Stock Purchase Date (as defined in this prospectus supplement), a 1/40, or 2.50%, undivided beneficial ownership interest in a Series D Senior Debenture due 2024 of MetLife, Inc. (the *Series D Debentures*) having a principal amount of $1,000; and

a 1/40, or 2.50%, undivided beneficial ownership interest in a Series E Senior Debenture due 2045 of MetLife, Inc. (the *Series E Debentures*, and collectively with the Series C Debentures and the Series D Debentures, the *Debentures*) having a principal amount of $1,000.

The Stock Purchase Contracts that will be settled on the First Stock Purchase Date, the Second Stock Purchase Date and the Third Stock Purchase Date (as defined in this prospectus supplement) are referred to as the *Series C Stock Purchase Contracts*, the *Series D Stock Purchase Contracts* and the *Series E Stock Purchase Contracts*, respectively.

The amount of Common Stock you will purchase and receive on the First Stock Purchase Date, the Second Stock Purchase Date and the Third Stock Purchase Date will depend on the volume-weighted average price per share of the Common Stock (the *VWAP*) for each of the 20 consecutive Trading Days (as defined in this prospectus supplement) ending on, and including, the third Trading Day immediately preceding October 10, 2012, September 11, 2013 and October 8, 2014, respectively.

Each Stock Purchase Contract has a stated amount of $25.00. Each Common Equity Unit has a stated amount of (i) $75.00 from, and including, the issue date of the Common Equity Units, to, but excluding, the First Stock Purchase Date; (ii) $50.00 from, and including, the First Stock Purchase Date to, but excluding, the Second Stock Purchase Date; and (iii) $25.00 from, and including, the Second Stock Purchase Date to, but excluding, the Third Stock Purchase Date.

Your ownership interest in the Debentures initially will be pledged to secure your obligation to purchase the Common Stock on each Stock Purchase Date under the Stock Purchase Contracts. Subject to certain conditions and restrictions described below, as well as the payment of applicable fees and expenses, you may separate the Debentures from the Stock Purchase Contracts by substituting zero coupon Treasury Securities (as defined in this prospectus supplement) for the Debentures.

MetLife, Inc. will make quarterly Contract Payments (as defined in this prospectus supplement) to you on your Stock Purchase Contracts at the annual rate of 3.436% on the stated amount of $25.00 per Series C Stock Purchase Contract until the First Stock Purchase Date, at the annual rate of 3.077% on the stated amount of $25.00 per Series D Stock Purchase Contract until the Second Stock Purchase Date and at the annual rate of 2.537% on the stated amount of $25.00 per Series E Stock Purchase Contract until the Third Stock Purchase Date. MetLife, Inc. may defer any of these Contract Payments as described in this prospectus supplement. MetLife, Inc. will make payments (*Contract Payments*) on each Stock Purchase Contract, payable quarterly in arrears on each March 15, June 15, September 15 and December 15 of each year (each such date, a *Contract Payment Date*). However, the Contract Payment that is scheduled to be made on March 15, 2011 will be paid to the Selling Securityholder as holder of record on March 1, 2011.

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MetLife, Inc. will make interest payments on the principal amount of the Series C Debentures, the Series D Debentures and the Series E Debentures at an initial rate per annum equal to 1.564%, 1.923% and 2.463%, respectively. Interest on the Debentures will be payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year. However, the interest payment that is scheduled to be made on March 15, 2011 will be paid to the Selling Securityholder as holder of record on March 1, 2011.

The Remarketing Agent (as defined in this prospectus supplement) appointed by MetLife, Inc. will attempt to remarket the Debentures on or before the applicable Stock Purchase Dates as more fully described in this prospectus supplement (*Remarketings*). Following a successful Remarketing, the interest rate on the relevant series of Debentures may be reset.

The Common Stock is listed on the New York Stock Exchange under the symbol MET. The last reported sale price of the Common Stock on February 28, 2011 was $47.36 per share. The Normal Common Equity Units (as defined in this prospectus supplement) have been approved for listing on the New York Stock Exchange under the symbol MLU, subject to official notice. MetLife, Inc. expects trading of the Normal Common Equity Units on the New York Stock Exchange to begin on March , 2011. It is a condition to the closing of the offering of the Common Equity Units that the Coordination Agreement is in full force and effect.

Concurrently with this offering, by means of a separate prospectus supplement, MetLife, Inc. is offering 68,570,000 shares of its Common Stock (the *MetLife Concurrent Offering*) and the Selling Securityholder is offering 78,239,712 shares of MetLife, Inc. s Common Stock (the *ALICO Holdings Concurrent Offering* and, together with the MetLife Concurrent Offering, the *Concurrent Offerings*). MetLife, Inc. intends to use all its net proceeds from the MetLife Concurrent Offering to repurchase and cancel the Series B Contingent Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock (the *Series B Preferred Stock*) that it issued to the Selling Securityholder on November 1, 2010 in connection with the Acquisition (as defined in this prospectus supplement). This offering of Common Equity Units is not conditioned on the completion of either of the Concurrent Offerings. There can be no assurance that the Concurrent Offerings will be completed. It is a condition to the closing of the MetLife Concurrent Offering that all of the closing conditions of the Repurchase (as defined below) (except the condition that the MetLife Concurrent Offering has been consummated) under the Coordination Agreement (as defined below) will need to be satisfied or waived.

*See Risk Factors beginning on page S-*23 *of this prospectus supplement to read about important factors you should consider before buying any Common Equity Units.*

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Common Equity Unit	Total

Public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds, before expenses, to the Selling Securityholder	$	$

Contract Payments on the Stock Purchase Contracts and interest payments attributable to the applicable ownership interests in the Debentures will accrue from, and including, March 15, 2011.

The underwriters expect to deliver the Common Equity Units against payment in New York, New York on March , 2011.

Goldman, Sachs & Co. **Citi**

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor the underwriters have authorized anyone to provide you with additional or different information. If anyone provided you with additional or different information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference, is accurate only as of their respective dates. MetLife s business, financial condition, results of operations and prospects may have changed since those dates.

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The Common Equity Units are offered for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the Common Equity Units in some jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come are required by us, the Selling Securityholder and the underwriters to inform themselves about and to observe any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. *See* Underwriting in this prospectus supplement.

ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus carefully before investing in the Common Equity Units. This prospectus supplement and the accompanying prospectus contain the terms of this offering of Common Equity Units. This prospectus supplement may add, update or change information in the accompanying prospectus. In addition, the information incorporated by reference in the accompanying prospectus may have added, updated or changed information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with any information in the accompanying prospectus (or any information incorporated therein by reference), this prospectus supplement will apply and will supersede such information.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the additional information under the caption Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

Unless otherwise stated or the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to *MetLife*, *we*, *our*, or *us* refer to MetLife, Inc., together with its direct and indirect subsidiaries, while references to *MetLife, Inc*. refer only to the holding company on an unconsolidated basis.

WHERE YOU CAN FIND MORE INFORMATION

MetLife, Inc. files reports, proxy statements and other information with the Securities and Exchange Commission (the *SEC*). These reports, proxy statements and other information can be read and copied at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. The SEC maintains an internet site at www.sec.gov that contains reports, proxy and information statements and other information regarding companies that file electronically with the SEC, including MetLife, Inc. MetLife, Inc. s Common Stock is listed and trading on the New York Stock Exchange under the symbol MET. These reports, proxy statements and other information can also be read at the offices of the New York Stock Exchange, 11 Wall Street, New York, New York 10005.

The SEC allows incorporation by reference into this prospectus supplement and the accompanying prospectus of information that MetLife, Inc. files with the SEC. This permits MetLife, Inc. to disclose important information to you by referencing these filed documents. Any information referenced this way is considered part of this prospectus supplement and accompanying prospectus, and any information filed with the SEC subsequent to the date of this prospectus supplement will automatically be deemed to update and supersede this information. Information furnished under Item 2.02 and Item 7.01 of MetLife, Inc. s Current Reports on Form 8-K is not

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incorporated by reference in this prospectus supplement and accompanying prospectus. MetLife, Inc. incorporates by reference the following documents which have been filed with the SEC:

Annual Report on Form 10-K for the year ended December 31, 2010 and Amendment No. 1 on Form 10-K/A, filed on March 1, 2011 (as so amended, the *2010 Form 10-K*); and

Current Reports on Form 8-K filed on August 2, 2010 and November 30, 2010.

MetLife, Inc. incorporates by reference the documents listed above and any future filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), until MetLife, Inc. files a post-effective amendment which indicates the termination of the offering of Common Equity Units made by this prospectus supplement and accompanying prospectus. Any reports filed by MetLife, Inc. with the SEC after the date of this prospectus supplement and before the date that the offering of Common Equity Units by means of this prospectus supplement and accompanying prospectus is terminated will automatically update and, where applicable, supersede any information contained or incorporated by reference in this prospectus supplement and accompanying prospectus.

MetLife, Inc. will provide without charge upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement and accompanying prospectus, other than exhibits to those documents, unless those exhibits are specifically incorporated by reference into those documents. Requests should be directed to Investor Relations, MetLife, Inc., 1095 Avenue of the Americas, New York, New York 10036, by electronic mail (metir@metlife.com), or by telephone (212-578-2211). You may also obtain the documents incorporated by reference into this document as of the date hereof at MetLife s website, www.metlife.com. All other information contained on MetLife s website is not a part of this document.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus may contain or incorporate by reference information that includes or is based upon forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give expectations or forecasts of future events. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as anticipate, estimate, expect, project, intend, plan, believe and other words and terms of similar meaning in connection w discussion of future operating or financial performance. In particular, these include statements relating to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, trends in operations and financial results.

Any or all forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining the actual future results of MetLife, Inc., its subsidiaries and affiliates. These statements are based on current expectations and the current economic environment. They involve a number of risks and uncertainties that are difficult to predict. These statements are not guarantees of future performance. Actual results could differ materially from those expressed or implied in the forward-looking statements. Risks, uncertainties, and other factors that might cause such differences include the risks, uncertainties and other factors identified in MetLife, Inc. s filings with the SEC. These factors include: (1) difficult conditions in the global capital markets; (2) increased volatility and disruption of the capital and credit markets, which may affect our ability to seek financing or access our credit facilities; (3) uncertainty about the effectiveness of the United States (*U.S.*) government s programs to stabilize the financial system, the imposition of fees relating thereto, or the promulgation of additional regulations; (4) impact of comprehensive financial services regulation reform on us; (5) exposure to financial and capital market risk; (6) changes in general economic conditions, including the performance of financial markets and interest rates, which may affect our ability to raise capital, generate fee income and market-related revenue and finance statutory reserve requirements and may require us to pledge collateral or make payments related to declines in value of specified assets; (7) potential liquidity and other risks resulting from our participation in a securities lending program and other transactions; (8) investment losses and defaults, and changes to investment valuations; (9) impairments of goodwill and realized losses or market value impairments to illiquid assets; (10) defaults on our mortgage loans; (11) the impairment of other financial institutions that could adversely affect our investments or business; (12) our ability to address unforeseen liabilities, asset impairments, loss of key contractual relationships, or rating actions arising from acquisitions or dispositions, including our acquisition of American Life Insurance Company (*American Life*), a subsidiary of the Selling Securityholder, and Delaware American Life Insurance Company (*DelAm*, together with American Life, collectively *ALICO*) (the *Acquisition*) and to successfully integrate and manage the growth of acquired businesses with minimal disruption; (13) uncertainty with respect to the outcome of the closing agreement entered into between American Life and the United States Internal Revenue Service (*IRS*) in connection with the Acquisition; (14) uncertainty with respect to any incremental tax benefits resulting from the planned elections for ALICO and certain of its subsidiaries under Section 338 of the U.S. Internal Revenue Code of 1986, as amended (the *Section 338 Elections*); (15) the dilutive impact of the settlement of the stock purchase contracts forming part of the Common Equity Units and the issuance of Common Stock upon conversion of any Series B Preferred Stock not repurchased and cancelled by MetLife, Inc.; (16) downward pressure on MetLife, Inc. s stock price as a result of the Selling Securityholder s ability to sell its equity securities; (17) the conditional payment obligation of up to approximately $300 million to the Selling Securityholder, to the extent any of the Series B Preferred Stock is not repurchased and cancelled by MetLife, Inc. and the conversion of the Series B Preferred Stock is not approved; (18) economic, political, currency and other risks relating to our international operations, including with respect to fluctuations of exchange rates; (19) MetLife, Inc. s primary reliance, as a holding company, on dividends from its subsidiaries to meet debt payment obligations and the applicable regulatory restrictions on the ability of the subsidiaries to pay such dividends; (20) downgrades in our claims paying ability, financial strength or credit ratings; (21) ineffectiveness of risk management policies and procedures; (22) availability and effectiveness of reinsurance or indemnification arrangements, as well as default or failure of counterparties to perform; (23) discrepancies between actual claims experience and assumptions used in setting prices for our products and establishing the liabilities for our obligations for future policy benefits and claims; (24) catastrophe losses; (25) heightened competition, including with respect to pricing, entry of new competitors, consolidation of

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distributors, the development of new products by new and existing competitors, distribution of amounts available under U.S. government programs, and for personnel; (26) unanticipated changes in industry trends; (27) changes in accounting standards, practices and/or policies; (28) changes in assumptions related to deferred policy acquisition costs, deferred sales inducements, value of business acquired or goodwill; (29) increased expenses relating to pension and postretirement benefit plans, as well as health care and other employee benefits; (30) exposure to losses related to variable annuity guarantee benefits, including from significant and sustained downturns or extreme volatility in equity markets, reduced interest rates, unanticipated policyholder behavior, mortality or longevity, and the adjustment for nonperformance risk; (31) deterioration in the experience of the closed block established in connection with the reorganization of Metropolitan Life Insurance Company (*MLIC*); (32) adverse results or other consequences from litigation, arbitration or regulatory investigations; (33) inability to protect our intellectual property rights or claims of infringement of the intellectual property rights of others, (34) discrepancies between actual experience and assumptions used in establishing liabilities related to other contingencies or obligations; (35) regulatory, legislative or tax changes relating to our insurance, banking, international, or other operations that may affect the cost of, or demand for, our products or services, impair our ability to attract and retain talented and experienced management and other employees, or increase the cost or administrative burdens of providing benefits to employees; (36) the effects of business disruption or economic contraction due to terrorism, other hostilities, or natural catastrophes, including any related impact on our disaster recovery systems and management continuity planning which could impair our ability to conduct business effectively; (37) the effectiveness of our programs and practices in avoiding giving our associates incentives to take excessive risks; and (38) other risks and uncertainties described from time to time in MetLife, Inc. s filings with the SEC.

MetLife, Inc. does not undertake any obligation to publicly correct or update any forward-looking statement if MetLife, Inc. later becomes aware that such statement is not likely to be achieved. Please consult any further disclosures MetLife, Inc. makes on related subjects in reports to the SEC.

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NOTE REGARDING RELIANCE ON STATEMENTS IN OUR CONTRACTS

In reviewing the agreements included as exhibits to any of the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, please remember that they are incorporated to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about MetLife, Inc., its subsidiaries or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties to the agreement if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

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SUMMARY

This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing in the Common Equity Units. You should read this entire prospectus supplement carefully, including the sections entitled Risk Factors, our financial statements and the notes thereto incorporated by reference into this prospectus supplement, and the accompanying prospectus, before making an investment decision.

MetLife

MetLife, Inc. is a leading provider of insurance, employee benefits and financial services with operations throughout the United States and the regions of Latin America, Asia Pacific, Europe and the Middle East. Through subsidiaries and affiliates, MetLife, Inc. reaches more than 90 million customers around the world and MetLife is the largest life insurer in the U.S. (based on life insurance in-force), and holds leading market positions in the U.S., Japan, Latin America, Asia Pacific, Europe and the Middle East. The MetLife companies offer life insurance, annuities, auto and home insurance, retail banking and other financial services to individuals, as well as group insurance and retirement & savings products and services to corporations and other institutions.

MetLife is one of the largest insurance and financial services companies in the United States. MetLife believes that its franchises and brand names uniquely position it to be the preeminent provider of protection and savings and investment products in the United States. In addition, its international operations are focused on markets where the demand for insurance and savings and investment products is expected to grow rapidly in the future.

Over the past several years, we have grown our core businesses, as well as successfully executed on our growth strategy. This has included completing a number of transactions that have resulted in the acquisition and, in some cases, divestiture of certain businesses while also further strengthening our balance sheet to position MetLife for continued growth. On November 1, 2010 (the *Acquisition Date*), MetLife, Inc. completed the acquisition (the *Acquisition*) of American Life Insurance Company (*American Life*), from the Selling Securityholder, a subsidiary of AIG, and Delaware American Life Insurance Company (*DelAm* and, together with American Life, *ALICO*) from AIG for a total purchase price of $16.4 billion, subject to adjustment, including $7.2 billion of cash, 78,239,712 shares of MetLife, Inc. s Common Stock, 6,857,000 shares of the Series B Preferred Stock (convertible into 68,570,000 shares of MetLife, Inc. s Common Stock (subject to anti-dilution adjustments) upon a favorable vote of MetLife, Inc. s common shareholders) and 40,000,000 Common Equity Units with an aggregate stated value of $3.0 billion. The business acquired in the Acquisition provides consumers and businesses with products and services, life insurance, accident and health insurance, retirement and wealth management solutions. This transaction delivers on our global growth strategies, adding significant scale and reach to MetLife s international footprint, furthering our diversification in geographic mix and product offerings, as well as increasing our distribution strength.

MetLife is organized into five operating segments: Insurance Products, Retirement Products, Corporate Benefit Funding, Auto & Home (collectively, *U.S. Business*) and International. The assets and liabilities of ALICO as of November 30, 2010 and the operating results of ALICO from the Acquisition Date through November 30, 2010 are included in the International segment. For reporting periods beginning in 2011, our non-U.S. Business results will be presented within two separate segments: Japan and Other International Region. MetLife s management continues to evaluate its segment performance and allocated resources and may adjust such measurements in the future to better reflect segment profitability.

Insurance Products. The Insurance Products segment offers a broad range of protection products and services aimed at serving the financial needs of MetLife s customers throughout their lives. These products are sold to individuals and corporations, as well as other institutions and their respective employees. MetLife has built a leading position in the U.S. group insurance market through long-standing relationships with many of the largest corporate employers in the United States, and is one of the largest issuers of individual life insurance products in the United States.

Retirement Products. The Retirement products segment includes a variety of variable and fixed annuities that are primarily sold to individuals and employees of corporations and other institutions.

Corporate Benefit Funding. The Corporate Benefit Funding segment includes an array of annuity and investment products, including guaranteed interest products and other stable value products, income annuities, and separate account contracts for the investment management of defined benefit and defined contribution plan assets. This segment also includes certain products to fund postretirement benefits and company, bank or trust owned life insurance used to finance non-qualified benefit programs for executives.

Auto & Home. The Auto & Home segment includes personal lines property and casualty insurance offered directly to employees at their employer s worksite, as well as to individuals through a variety of retail distribution channels, including independent agents, property and casualty specialists, direct response marketing and the individual distribution sales group.

International. International provides life insurance, accident and health insurance, credit insurance, annuities, endowment and retirement & savings products to both individuals and groups. MetLife focuses on markets primarily within Japan, Latin America, Asia Pacific, Europe and the Middle East. MetLife operates in international markets through subsidiaries and affiliates. MetLife s International segment is the fastest-growing of MetLife s businesses, and we believe it will be one of the largest future growth areas.

Banking, Corporate & Other contains the excess capital not allocated to the segments, which is invested to optimize investment spread and to fund company initiatives, various start-up entities and run-off entities. Banking, Corporate & Other also includes interest expense related to the majority of MetLife s outstanding debt and expenses associated with certain legal proceedings, as well as the financial results of MetLife Bank, National Association (*MetLife Bank*), which offers a variety of residential mortgage and deposit products, including forward and reverse residential mortgage loans and consumer deposits. The elimination of transactions from activity between U.S. Business, International and Banking, Corporate & Other occurs within Banking, Corporate & Other.

Accounting Treatment of Repurchase

In connection with the repurchase of the Series B Preferred Stock, in the first quarter of 2011 MetLife will recognize a reduction in net income available to common shareholders of approximately $426 million (approximately $0.42 per common share), representing a return to the Selling Securityholder calculated as the excess of the repurchase price over the carrying value of the Series B Preferred Stock based on the closing price of MetLife, Inc. s common stock of $47.36 on February 28, 2011. An increase or decrease of $1 in the price per share of MetLife, Inc. s common stock at the time of issuance would result in a corresponding increase or decrease in the return to the Selling Securityholder of approximately $69 million. This return to the Selling Securityholder will have no effect on MetLife s operating earnings, operating earnings available to common shareholders, operating earnings per common share or operating earnings available to common shareholders per common share.

MetLife, Inc. is incorporated under the laws of the State of Delaware. MetLife, Inc. s principal executive offices are located at 200 Park Avenue, New York, New York 10166-0188 and its telephone number is (212) 578-2211.

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The Offering

What are the Common Equity Units?

The common equity units (each, a *Common Equity Unit*) were issued in connection with the Acquisition by MetLife, Inc. to the Selling Securityholder pursuant to the Stock Purchase Contract Agreement, dated November 1, 2010 (the *Stock Purchase Contract Agreement*), between MetLife, Inc. and Deutsche Bank Trust Company Americas, as stock purchase contract agent (the *Stock Purchase Contract Agent*). The Common Equity Units may be either normal Common Equity Units (each, a *Normal Common Equity Unit*) or stripped Common Equity Units (each, a *Stripped Common Equity Unit*). Unless indicated otherwise, the term *Common Equity Units* will include both Normal Common Equity Units and Stripped Common Equity Units. The Common Equity Units initially consist of 40,000,000 Normal Common Equity Units, all of which are being offered by the Selling Securityholder in this offering. Each Common Equity Unit has a stated amount of (i) $75.00 up to, but excluding, the First Stock Purchase Date, (ii) $50.00 from, and including, the First Stock Purchase Date to, but excluding, the Second Stock Purchase Date, and (iii) $25.00 from, and including, the Second Stock Purchase Date to, but excluding, the Third Stock Purchase Date.

What are the Normal Common Equity Units?

Each Normal Common Equity Unit initially consists of the following:

(a) three Stock Purchase Contracts, as described below:

(1) Under the Series C Stock Purchase Contract, you will agree to purchase from MetLife, Inc., and MetLife, Inc. will agree to sell to you, on a specified date (the *First Stock Purchase Date*), for $25.00 in cash, a variable number of shares of Common Stock equal to the settlement rate described under Description of the Stock Purchase Contracts Settlement at Each Stock Purchase Date, subject to anti-dilution adjustments. *See* Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rate. The First Stock Purchase Date is expected to occur on October 10, 2012 (the *Initial Scheduled First Stock Purchase Date*) but can be deferred for up to two three-month periods in the event of a failed Remarketing.

(2) Under the Series D Stock Purchase Contract, you will agree to purchase from MetLife, Inc., and MetLife, Inc. will agree to sell to you, on a specified date (the *Second Stock Purchase Date*), for $25.00 in cash, a variable number of shares of Common Stock equal to the settlement rate described under Description of the Stock Purchase Contracts Settlement at Each Stock Purchase Date, subject to anti-dilution adjustments. The Second Stock Purchase Date will be on the later of (x) the date that is six calendar months after the First Stock Purchase Date and (y) September 11, 2013 (such date in this clause (y), the *Initial Scheduled Second Stock Purchase Date*). However, the Second Stock Purchase Date can be deferred for up to two three-month periods in the event of a failed Remarketing.

(3) Under the Series E Stock Purchase Contract, you will agree to purchase from MetLife, Inc., and MetLife, Inc. will agree to sell to you, on a specified date (the *Third Stock Purchase Date*), for $25.00 in cash, a variable number of shares of Common Stock equal to the settlement rate described under Description of the Stock Purchase Contracts Settlement at Each Stock Purchase Date, subject to anti-dilution adjustments. The Third Stock Purchase Date will be on the later of (x) the date that is six calendar months after the Second Stock Purchase Date and (y) October 8, 2014 (such date in this clause (y), the *Initial Scheduled Third Stock Purchase Date*). However, the Third Stock Purchase Date can be deferred for up to two three-month periods in the event of a failed Remarketing.

(4) MetLife, Inc. will make quarterly payments on each Stock Purchase Contract as described under Description of the Stock Purchase Contracts Contract Payments.

(b) prior to the First Stock Purchase Date, a 1/40, or 2.50%, undivided beneficial ownership interest in a Series C Senior Debenture due 2023 of MetLife, Inc. (the *Series C Debentures*) having a principal amount of $1,000;

(c) prior to the Second Stock Purchase Date, a 1/40, or 2.50%, undivided beneficial ownership interest in a Series D Senior Debenture due 2024 of MetLife, Inc. (the *Series D Debentures*) having a principal amount of $1,000; and

(d) a 1/40, or 2.50%, undivided beneficial ownership interest in a Series E Senior Debenture due 2045 of MetLife, Inc. (the *Series E Debenture*, and, collectively with the Series C Debentures and the Series D Debentures, the *Debentures*) having a principal amount of $1,000.

As long as a Common Equity Unit is in the form of a Normal Common Equity Unit, your applicable ownership interest in the Debentures forming a part of the Normal Common Equity Unit will be pledged to MetLife, Inc. through Deutsche Bank Trust Company Americas, acting as the collateral agent (the *Collateral Agent*), to secure your obligation to purchase Common Stock under your Stock Purchase Contracts, as provided for in the Pledge Agreement.

What are the Stock Purchase Contracts?

The Stock Purchase Contracts underlying a Common Equity Unit will obligate you to purchase, and us to sell, for $25.00, on each of the First Stock Purchase Date, the Second Stock Purchase Date and the Third Stock Purchase Date, a variable number of shares of the Common Stock per Common Equity Unit equal to the applicable Settlement Rate. Each Settlement Rate will be calculated based on the VWAP during a specified period preceding the applicable Initial Scheduled Stock Purchase Date, as described below.

What are the Debentures?

The Debentures are senior debt securities, as described in the accompanying prospectus, divided into three series. MetLife, Inc. issued the Debentures under the Indenture, dated as of November 9, 2001 (the *Indenture*), between MetLife, Inc. and The Bank of New York Mellon Trust Company, N.A. (as successor in interest to J.P. Morgan Trust Company, National Association (as successor in interest to Bank One Trust Company, N.A.)), as trustee (the *Trustee*), as supplemented by the Twentieth Supplemental Indenture, with respect to the Series C Debentures, the Twenty-First Supplemental Indenture, with respect to the Series D Debentures and the Twenty-Second Supplemental Indenture, with respect to the Series E Debentures. The Series C Debentures, the Series D Debentures and the Series E Debentures were each issued with an initial aggregate principal amount of $1,000,000,000. There is no limit on the aggregate principal amount of each series of the Debentures that MetLife, Inc. may issue. The Series C Debentures and the Series E Debentures were issued only in principal amounts equal to an integral multiple of $2,000 and, following a bifurcation of either such series, as described below under Description of the Debentures Bifurcation, Component Debentures (as defined in this prospectus supplement) of either such series will be denominated only in principal amounts equal to an integral multiple of $1,000. The Series D Debentures were issued only in principal amounts equal to an integral multiple of $1,000.

None of the Debentures will be entitled to any sinking fund.

Each series of Debentures and each Supplemental Indenture and the Indenture are governed by, and construed in accordance with, the laws of the State of New York.

When are interest payments on the Debentures made and at what rate?

Interest payments will be made on the principal amount of the Series C Debentures, the Series D Debentures and the Series E Debentures at an initial rate per annum equal to 1.564%, 1.923% and 2.463%, respectively. Interest on the Debentures will be payable quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, (each such date, an *Interest Payment Date*). Interest that is due on any Debentures on any March 15, June 15, September 15, or December 15 will be paid to the person who is the holder of such Debentures as of the close of business on the immediately preceding March 1, June 1, September 1 or December 1, respectively (whether or not such date is a Business Day). The interest payment that is scheduled to be made on March 15, 2011 will be paid to the Selling Securityholder as holder of record on March 1, 2011. If you purchase Common Equity Units pursuant to this offering, interest payments attributable to your ownership interests in the Debentures will accrue from, and including, March 15, 2011. Interest rates in the Debentures may be reset at different rates in connection with a remarketing, as described below.

What is the bifurcation of the Debentures?

On the Interest Payment Date occurring on or immediately preceding the Initial Scheduled First Stock Purchase Date (such Interest Payment Date, the *Series C Debenture Bifurcation Date*), the Series C Debentures will automatically convert, without any act of any holder, into units (each, a *Series C Debenture Unit*) consisting of two tranches, with each $2,000 principal amount of Series C Debentures thereafter consisting of $1,000 principal amount of a first tranche debenture (the *First Series C Tranche Debentures*) and $1,000 principal amount of a second tranche debenture (the *Second Series C Tranche Debentures*, and, together with the First Series C Tranche Debentures, the *Series C Component Debentures*). On the Interest Payment Date occurring on or immediately preceding the Initial Third Stock Purchase Date (as defined in this prospectus supplement) (such Interest Payment Date, the *Series E Debenture Bifurcation Date*, and, together with the Series C Debenture Bifurcation Date, the *Bifurcation Dates*), the Series E Debentures will automatically convert, without any act of any holder, into units (each, a *Series E Debenture Unit*, and, together with the Series C Debenture Units, the *Debenture Units*) consisting of two tranches, with each $2,000 principal amount of Series E Debentures thereafter consisting of $1,000 principal amount of a first tranche debenture (the *First Series E Tranche Debentures*) and $1,000 principal amount of a second tranche debenture (the *Second Series E Tranche Debentures*, and, together with the First Series E Tranche Debentures, the *Series E Component Debentures*). The Series C Component Debentures and the Series E Component Debentures are collectively referred to as *Component Debentures*. For purposes hereof, the term Debentures includes Component Debentures after the applicable Bifurcation Date.

Initial Third Stock Purchase Date means the later of (1) the date that is six calendar months after the Second Stock Purchase Date; and (2) the Initial Scheduled Third Stock Purchase Date.

The terms of each Component Debenture for the Series C Debentures and the Series E Debentures will be identical to the terms of the applicable predecessor Debentures, with the following exceptions:

In connection with a successful Remarketing, the interest rate of each tranche of Component Debentures need not, but may, be equal to each other.

Each tranche has different stated maturity dates, as described under Description of the Debentures Maturity.

The holder of a Debenture Unit that consists of Component Debentures will be deemed to be the holder of such Component Debentures.

No Component Debenture will be separated from the Debenture Unit of which such Component Debenture forms a part, except pursuant to a redemption or Remarketing (as defined below), and a Component Debenture can be separated from the Debenture Unit of which such Component Debenture forms part only in integral multiples of $1,000 in principal amount of such Component Debenture.

What is the maturity of the Debentures?

As described above, on the Series C Bifurcation Date, the Series C Debentures will automatically bifurcate into two tranches, the First Series C Tranche Debentures and the Second Series C Tranche Debentures. The First Series C Tranche Debentures will mature on June 15, 2018, unless there is a successful Remarketing or a Final Failed Remarketing (as defined below), in which case the First Series C Tranche Debentures will mature on the date that is the 21st Interest Payment Date immediately following the First Stock Purchase Date. The Second Series C

Tranche Debentures will mature on June 15, 2023, unless there is a successful Remarketing or a Final Failed Remarketing in which case the Second Series C Tranche Debentures will mature on the date that is the 41st Interest Payment Date immediately following the First Stock Purchase Date.

The Series D Debentures will mature on the date that is the 41st Interest Payment Date immediately following the Second Stock Purchase Date.

As described above, on the Series E Bifurcation Date, the Series E Debentures will automatically bifurcate into two tranches, the First Series E Tranche Debentures and the Second Series E Tranche Debentures. The First Series E Tranche Debentures will mature on June 15, 2018, unless there is a successful Remarketing or a Final Failed Remarketing, in which case the First Series E Tranche Debentures will mature on the date that is the 13th Interest Payment Date immediately following the Third Stock Purchase Date. The Second Series E Tranche Debentures will mature on June 15, 2045, unless there is a successful Remarketing or a Final Failed Remarketing, in which case the Second Series E Tranche Debentures will mature on the date that is the 121st Interest Payment Date immediately following the Third Stock Purchase Date.

What are Stripped Common Equity Units and how can I create Stripped Common Equity Units from Normal Common Equity Units?

You may consider it beneficial either to hold the Debentures directly or to realize proceeds from their sale. These investment choices are facilitated by creating Stripped Common Equity Units. You will have the right (but not during the period that begins at 5:00 p.m., New York City time, on the tenth Business Day immediately preceding any scheduled Stock Purchase Date and ends at 5:00 p.m., New York City time, on such scheduled Stock Purchase Date), in accordance with the procedures described below, to create Stripped Common Equity Units by substituting (i) for the Series C Debentures, zero coupon Series C Treasury Securities, (ii) for the Series D Debentures, zero coupon Series D Treasury Securities, and (iii) for the Series E Debentures, zero coupon Series E Treasury Securities (each such zero coupon treasury security, a *Treasury Security*), that mature on the respective dates set forth in the table below, in a total principal amount at maturity equal to the aggregate principal amount of such Debentures for which substitution is being made. You may make this substitution only in integral multiples of 80 Normal Common Equity Units. Each of these substitutions will create Stripped Common Equity Units, and the ownership interest in the Debentures will be released to you and be separately tradeable from the Stripped Common Equity Units.

If you choose to create Stripped Common Equity Units, you must substitute Treasury Securities for each series of Debentures then underlying the Normal Common Equity Units that are being made into Stripped Common Equity Units. The Treasury Securities substituted for the Debentures of each series must be purchased in the open market at your expense unless otherwise owned by you. If you elect to substitute Treasury Securities for your Debentures, thereby creating Stripped Common Equity Units, you will be responsible for any fees or expenses payable in connection with the substitution.

The following table sets forth the CUSIP numbers of the Treasury Securities maturing on the dates indicated.

Treasury Security	**Maturity Date**	**CUSIP No.**
Series C Treasury Securities	September 30, 2012	912833Y61
Series D Treasury Securities	August 31, 2013	912834AF5
Series E Treasury Securities	September 30, 2014	912834BE7

If any of the Treasury Securities underlying Stripped Common Equity Units mature prior to the applicable Stock Purchase Date, the proceeds from such maturity will be invested at the sole discretion of MetLife, Inc. and the applicable Treasury Securities will, subject to limited exceptions, be deemed to have matured on the applicable Stock Purchase Date.

Each Stripped Common Equity Unit consists of the following:

(a) prior to the First Stock Purchase Date, one Series C Stock Purchase Contract;

(b) prior to the Second Stock Purchase Date, one Series D Stock Purchase Contract;

(c) one Series E Stock Purchase Contract;

(b) prior to the First Stock Purchase Date, a 1/40, or 2.50%, undivided beneficial ownership interest in a Series C Treasury Security having a principal amount at maturity of $1,000;

(c) prior to the Second Stock Purchase Date, a 1/40, or 2.50%, undivided beneficial ownership interest in a Series D Treasury Security having a principal amount at maturity of $1,000; and

(d) a 1/40, or 2.50%, undivided beneficial ownership interest in a Series E Treasury Security having a principal amount at maturity of $1,000.

To create Stripped Common Equity Units, the minimum amount of which is 80 Stripped Common Equity Units, you must:

- if creating a Stripped Common Equity Unit prior to the First Stock Purchase Date, deposit with the Collateral Agent Series C Treasury Securities having an aggregate principal amount at maturity of $2,000;

- if creating a Stripped Common Equity Unit prior to the Second Stock Purchase Date, deposit with the Collateral Agent Series D Treasury Securities having an aggregate principal amount at maturity of $2,000;

- deposit with the Collateral Agent Series E Treasury Securities having an aggregate principal amount at maturity of $2,000; and

- transfer 80 Normal Common Equity Units to the Stock Purchase Contract Agent, accompanied by a notice stating that you have deposited the required number of Treasury Securities with the Collateral Agent and requesting the release to you of the Debentures relating to the 80 Normal Common Equity Units.

Upon such deposit and receipt of an instruction from the Stock Purchase Contract Agent, the Collateral Agent will release the related Debentures from the pledge under the Pledge Agreement, dated November 1, 2010 (the *Pledge Agreement*), among MetLife, Inc., the Collateral Agent, Deutsche Bank Trust Company Americas, as securities intermediary (the *Securities Intermediary*), and the Stock Purchase Contract Agent, free and clear of MetLife, Inc. s security interest, to the Stock Purchase Contract Agent on your behalf. The Stock Purchase Contract Agent then will:

- cancel the 80 Normal Common Equity Units;

- transfer the related Debentures to you; and

- authenticate, execute on your behalf and deliver 80 Stripped Common Equity Units to you.

Pursuant to the Pledge Agreement, the applicable Treasury Securities will be substituted for the Debentures and will be pledged to MetLife, Inc. through the Collateral Agent to secure your obligation to purchase Common Stock under your Stock Purchase Contracts. The related Debentures released to you thereafter will trade separately from the resulting Stripped Common Equity Units.

How can I recreate Normal Common Equity Units from the Stripped Equity Units?

You will have the right (but not during the period that begins at 5:00 p.m., New York City time, on the tenth Business Day immediately preceding any scheduled Stock Purchase Date and ends at 5:00 p.m., New York City time, on such scheduled Stock Purchase Date), in accordance with the procedures described below, to recreate a Normal Common Equity Unit from a Stripped Common Equity Unit by substituting the Series C Debentures (if applicable), the Series D Debentures (if applicable) and the Series E Debentures for the applicable Treasury Securities then held by the Collateral Agent. You may recreate Normal Common Equity Units only in integral multiples of 80 Stripped Common Equity Units. The Series C Debentures (if applicable), the Series D Debentures (if applicable) and the Series E Debentures substituted for the applicable Treasury Securities must be purchased in the open market at your expense unless otherwise owned by you. If you elect to substitute Debentures for your Treasury Securities, thereby recreating Normal Common Equity Units, you will be responsible for any fees or expenses payable in connection with the substitution.

To recreate Normal Common Equity Units, the minimum amount of which is 80 Normal Common Equity Units, you must:

- if recreating a Normal Common Equity Unit prior to the First Stock Purchase Date, deposit with the Collateral Agent Series C Debentures having an aggregate principal amount of $2,000;

if recreating a Normal Common Equity Unit prior to the Second Stock Purchase Date, deposit with the Collateral Agent Series D Debentures having an aggregate principal amount of $2,000;

deposit with the Collateral Agent Series E Debentures having an aggregate principal amount of $2,000; and

transfer 80 Stripped Common Equity Units to the Stock Purchase Contract Agent, accompanied by a notice stating that you have deposited the required number of Debentures with the Collateral Agent and requesting the release to you of the Treasury Securities relating to the 80 Stripped Common Equity Units.

Each of these substitutions will recreate Normal Common Equity Units, and the applicable Treasury Securities will be released to you and be separately tradeable from the Normal Common Equity Units.

Upon such deposit and receipt of an instruction from the Stock Purchase Contract Agent, the Collateral Agent will release the related Treasury Securities from the pledge under the Pledge Agreement, free and clear of MetLife, Inc. s security interest, to the Stock Purchase Contract Agent on your behalf. The Stock Purchase Contract Agent will then:

cancel the 80 Stripped Common Equity Units;

transfer the related Treasury Securities to you; and

authenticate, execute on your behalf and deliver 80 Normal Common Equity Units to you.

Pursuant to the Pledge Agreement, the substituted ownership interests in the applicable Debentures will be pledged to MetLife, Inc. through the Collateral Agent to secure your obligation to purchase Common Stock under the Stock Purchase Contracts.

What is the Settlement Rate?

On the Stock Purchase Date of each Stock Purchase Contract, the holder thereof must purchase, and MetLife, Inc. must sell to such holder, for a cash price of $25.00 (the *Purchase Price*), a number of shares of Common Stock equal to the Settlement Rate (as defined below). Except to the extent described below with respect to Early Settlement or Cash Merger Early Settlement, the Purchase Price will be paid (i) from the proceeds of the Remarketing of, or the exercise of the Put Right (as defined below) with respect to, the related Debentures, in the case of Normal Common Equity Units; or (ii) from the proceeds of the applicable maturing Treasury Securities, in the case of Stripped Common Equity Units. However, if, in the case of a Normal Common Equity Unit, the applicable Remarketing is a Final Failed Remarketing and the holder of the Normal Common Equity Unit has elected not to exercise the related Put Right, or if the holder has duly elected not to have the related Debentures sold pursuant to the applicable Remarketing, then the holder must pay the applicable Purchase Price in cash to the Collateral Agent by 5:00 p.m. (New York City time) on the Business Day immediately preceding the applicable Stock Purchase Date (or such earlier time as may be required by the terms of the Stock Purchase Contract Agreement).

Settlement Rate means, with respect to a Stock Purchase Date of a Stock Purchase Contract, a number of shares of Common Stock equal to the following:

(i) if the Applicable Market Value (as defined below) for such Stock Purchase Date is equal to or less than the Reference Price (as defined below), then the Settlement Rate for such Stock Purchase Date will be the Maximum Settlement Rate (as defined below);

(ii) if the Applicable Market Value for such Stock Purchase Date is greater than the Reference Price and less than the Threshold Appreciation Price (as defined below), then the Settlement Rate for such Stock Purchase Date will be a fraction whose numerator is $25.00 and whose denominator is such Applicable Market Value, which fraction will be rounded to the nearest one-ten-thousandth of a share of Common Stock; and

(iii) if the Applicable Market Value for such Stock Purchase Date is equal to or greater than the Threshold Appreciation Price, then the Settlement Rate for such Stock Purchase Date will be the Minimum Settlement Rate (as defined below).

However, if the Stock Purchase Date (or, with respect to an Early Settlement Upon Cash Merger, the Cash Merger Early Settlement Date) of a Stock Purchase Contract occurs after the Initial Scheduled First Stock Purchase Date (in the case of a Series C Stock Purchase Contract), the Initial Scheduled Second Stock Purchase Date (in the case of a Series D Stock Purchase Contract) or the Initial Scheduled Third Stock Purchase Date (in the case of a Series E Stock Purchase Contract), then the Settlement Rate will be adjusted in the same manner as the Fixed Settlement Rates are adjusted as described below under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates for any event or transaction that occurs on or after such Initial Scheduled First Stock Purchase Date, Initial Scheduled Second Stock Purchase Date or Initial Scheduled Third Stock Purchase Date, as applicable, and on or before such Stock Purchase Date or Cash Merger Early Settlement Date, as applicable.

Applicable Market Value means, with respect to a Stock Purchase Date of a Stock Purchase Contract, the average of the VWAPs (as defined below) on each Trading Day in the Trading Day Period (as defined below) of such Stock Purchase Date.

VWAP on any Trading Day means the volume-weighted average price per share of Common Stock in respect of the period from 9:30 a.m. to 4:00 p.m. (New York City time) on such Trading Day, as displayed under the heading Bloomberg VWAP on Bloomberg page MET.N <equity> AQR (or its equivalent successor if such page is not available). However, if such volume-weighted average price will not be available on such Trading Day, then VWAP on such Trading Day will be determined, using a volume-weighted average method, by a nationally recognized independent investment banking firm retained for such purpose by MetLife, Inc.

Trading Day means any day during which both of the following conditions are satisfied: (i) trading in the Common Stock generally occurs on the Relevant Exchange (as defined below); and (ii) there is no Market Disruption Event (as defined below).

Relevant Exchange means the New York Stock Exchange; *provided*, *however*, that if the Common Stock is not listed for trading on the New York Stock Exchange, then Relevant Exchange means the principal U.S. national or regional securities exchange on which the Common Stock is listed; *provided further*, that if the Common Stock is not listed on a U.S. national or regional securities exchange, then Relevant Exchange means the over-the-counter market on which the Common Stock is traded.

Market Disruption Event means any of the following events that MetLife, Inc., in its reasonable discretion, determines has occurred and is material:

(i) the occurrence or existence, for an aggregate period of at least 30 minutes or during the one-hour period prior to the close of trading for the regular trading session on the Relevant Exchange, of any suspension of, or limitation imposed on, trading by the Relevant Exchange, whether by reason of movements in price exceeding limits permitted by the Relevant Exchange, or otherwise:

(1) relating to the Common Stock; or

(2) in futures or options contracts relating to the Common Stock on the Relevant Exchange;

(ii) any event (other than an event described in clause (iii) below) that disrupts or impairs the ability of market participants, for an aggregate period of at least 30 minutes or during the one-hour period prior to the close of trading for the regular trading session on the Relevant Exchange in general:

(1) to effect transactions in, or obtain market values for, the Common Stock on the Relevant Exchange; or

(2) to effect transactions in, or obtain market values for, futures or options contracts relating to the Common Stock on the Relevant Exchange; or

(iii) the failure to open of the Relevant Exchange on which futures or options contracts relating to the Common Stock are traded or the closure of such exchange prior to its respective scheduled closing time for the regular trading session on such day (without regard to after hours or any other trading outside of the regular trading session hours) unless such earlier closing time is announced by such exchange at least one hour prior to the earlier of:

(1) the actual closing time for the regular trading session on such day, and

(2) the submission deadline for orders to be entered into such exchange for execution at the actual closing time on such day.

Trading Day Period means, (i) with respect to the First Stock Purchase Date, the 20 consecutive Trading Days ending on, and including, the third Trading Day immediately preceding the Initial Scheduled First Stock Purchase Date; (ii) with respect to the Second Stock Purchase Date, the 20 consecutive Trading Days ending on, and including, the third Trading Day immediately preceding the Initial Scheduled Second Stock Purchase Date; and (iii) with respect to the Third Stock Purchase Date, the 20 consecutive Trading Days ending on, and including, the third Trading Day immediately preceding the Initial Scheduled Third Stock Purchase Date.

Maximum Settlement Rate means 0.7058, subject to adjustments as described under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates.

Minimum Settlement Rate means 0.5647, subject to adjustments as described under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates.

Fixed Settlement Rates means each of the Maximum Settlement Rate and the Minimum Settlement Rate, subject to adjustments as described under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates.

Reference Price means $35.42, subject to adjustments as described under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates.

Threshold Appreciation Price means $44.275, subject to adjustments as described under Description of the Stock Purchase Contracts Adjustments to the Fixed Settlement Rates.

What are the Contract Payments?

MetLife, Inc. will make Contract Payments on each Stock Purchase Contract, payable quarterly in arrears on each Contract Payment Date. However, the Contract Payment that is scheduled to be made on March 15, 2011 will be paid to the Selling Securityholder as holder of record on March 1, 2011. Contract Payments will accrue on the stated amount of $25.00 for each Stock Purchase Contract at the following annual rates:

3.436% on the Series C Stock Purchase Contracts;

3.077% on the Series D Stock Purchase Contracts; and

2.537% on the Series E Stock Purchase Contracts.

Contract Payments will accrue from, and including, the most recent date to which Contract Payments have been paid or provided for (or, if no such Contract Payments have been paid or provided for, from, and including, November 1, 2010) to, but excluding, the next Contract Payment Date. If you purchase Common Equity Units pursuant to this offering, Contract Payments on the Stock Purchase Contracts will accrue from, and including, March 15, 2011. Contract Payments are computed on the basis of a 360-day year of twelve 30-day months. On each Contract Payment

Date, the Contract Payment on each Stock Purchase Contract will be paid to the person in whose name the Common Equity Unit of which the Stock Purchase Contract is a part was registered at the close of business on the date (the *Record Date*) that is the 15th calendar day immediately preceding the applicable Contract Payment Date. However, MetLife, Inc. may, at its option, select any other day as the Record Date, so long as such selection is made more than 15 calendar days before the Contract Payment Date and such Record Date selected is (A) more than one Business Day but less than 60 Business Days before the applicable Contract Payment Date and (B) administratively acceptable to the Stock Purchase Contract Agent in its reasonable judgment.

Notwithstanding the above, MetLife, Inc. may defer the Contract Payments upon prior written notice to holders until no later than the Third Stock Purchase Date (*Deferred Contract Payments*). Deferred Contract Payments will accrue interest, to the extent permitted by law, at an annual rate equal to the applicable Contract Payment Deferral Rate (as defined below).

The *Contract Payment Deferral Rate* means an annual rate, determined by MetLife, Inc. as of each Contract Payment Date and applicable to amounts that accrue from, and including, such Contract Payment Date to, but excluding, the next succeeding Contract Payment Date, equal to the greater of (i) the sum of (a) the prevailing annual market yield, on such Contract Payment Date, of the benchmark U.S. Treasury Security having a remaining maturity, as of such payment date, that most closely corresponds to the period from such Contract Payment Date to (x) the next scheduled First Stock Purchase Date, with respect to a Series C Stock Purchase Contract, (y) the next scheduled Second Stock Purchase Date, with respect to a Series D Stock Purchase Contract or (z) the next scheduled Third Stock Purchase Date, with respect to a Series E Stock Purchase Contract; and (b) 100 basis points; and (ii) 5.00%.

MetLife, Inc. s obligation to pay Contract Payments will be subordinate and junior in right of payment to all of its existing and future secured and senior debt, as described in the accompanying prospectus under Description of Debt Securities Subordination. In addition, your right to receive accrued Contract Payments will terminate automatically upon the occurrence of specified bankruptcy, insolvency or reorganization events involving MetLife, Inc.

In the case of any Common Equity Units with respect to which Early Settlement or Cash Merger Early Settlement (as described under Description of the Stock Purchase Contracts Early Settlement and Description of the Stock Purchase Contracts Early Settlement Upon Cash Merger) of the underlying Stock Purchase Contracts is effected and the related Early Settlement Date or Cash Merger Early Settlement Date, as applicable, is after any Record Date and on or before the next succeeding Contract Payment Date, Contract Payments otherwise payable on such Contract Payment Date will be payable on such Contract Payment Date notwithstanding such Early Settlement or Cash Merger Early Settlement, and such Contract Payments will be paid to the person in whose name the Common Equity Units are registered at the close of business on such Record Date. Subject to limited exceptions, if the Stock Purchase Contracts of a Common Equity Unit are subject to Early Settlement or Cash Merger Early Settlement, Contract Payments that would otherwise be payable after the related Early Settlement Date or Cash Merger Early Settlement Date, as applicable, with respect to such Stock Purchase Contracts will not be payable.

What is a Remarketing?

If you hold Normal Common Equity Units, to provide you with the proceeds necessary to be applied in the settlement of your Stock Purchase Contract obligations on each applicable Stock Purchase Date, the Debentures of the series having an applicable Remarketing Settlement Date (as defined below) that corresponds to such applicable Stock Purchase Date will be remarketed, unless you elect not to participate in that remarketing. The cash proceeds from a successful remarketing will be used to satisfy your obligation to purchase Common Stock on the applicable Stock Purchase Date and any remaining proceeds (net of any Remarketing Fee) will be remitted to you. If you hold Debentures separately and not as part of the Common Equity Units, you may elect to participate in remarketings as described below.

At least 30 days before each Stock Purchase Date, MetLife, Inc. will appoint a nationally recognized investment banking firm as remarketing agent (the *Remarketing Agent*) who will attempt to resell Debentures of the applicable series corresponding to such Stock Purchase Date in remarketings (each, a *Remarketing*), unless you elect not to participate in such Remarketings. If you hold the Debentures separately and not as part of Common Equity Units, you may elect to participate in a Remarketing as described under Description of the Debentures Optional Remarketing of the Debentures Not Included in Normal Common Equity Units. MetLife, Inc. may appoint different Remarketing Agents for Remarketings for different Stock Purchase Dates. In the case of the Series C Debentures and the Series E

Debentures, the settlement date for each Remarketing will occur after the applicable Bifurcation Date, and each tranche of Component Debentures will be separately remarketed.

In each Remarketing, the Remarketing Agent will use its commercially reasonable efforts to obtain a cash price for the relevant series of Debentures or Component Debentures to be Remarketed which results in gross proceeds equal to the sum of (i) the fee to be paid to the Remarketing Agent, as agreed between the Remarketing Agent and MetLife, Inc. (the *Remarketing Fee*); (ii) 100% of the aggregate principal amount of all Debentures or Component Debentures to be Remarketed; (iii) the Interest Make-Whole (as defined below) for such Debentures or Component Debentures; and (iv) the product of five basis points and the aggregate principal amount of such Debentures or Component Debentures (the *Success Fee*). To obtain that price, the Remarketing Agent may reset the interest rate (the *Reset Rate*) on the Debentures as described below. If the Remarketing is successful, the Reset Rate will apply to all outstanding Debentures of the series, whether or not the holders of such Debentures participated in the Remarketing, and will become effective on the settlement date of such Remarketing. A Remarketing will generally be deemed to be successful if it actually settles during the period specified below and it generates the gross proceeds specified above.

Interest Make-Whole means, with respect to a Debenture to be offered for resale in a Remarketing, an amount equal to the unpaid interest on such Debenture that will have accrued to, but not including, the applicable Stock Purchase Date of such Remarketing. However, if the Remarketing Settlement Date of such Remarketing is after the close of business on a record date for the payment of interest on such Component Debentures and on or before the next succeeding interest payment date for such Component Debentures, then the Interest Make-Whole of such Component Debentures will be an amount equal to zero.

MetLife, Inc. will conduct at least one, but no more than three, Remarketings for each of the Series C Debenture Units, the Series D Debentures and the Series E Debenture Units. Notwithstanding the foregoing, MetLife, Inc. will be under no such obligation to conduct a Remarketing at any time when none of the Common Equity Units are outstanding.

For each series of Debentures or Component Debentures, the first Remarketing must settle (*i.e.*, close) during the period beginning on, and including, the fifth Business Day immediately preceding the applicable Initial Scheduled Stock Repurchase Date, and ending on, and including, (i) the Initial Scheduled First Stock Purchase Date (in the case of Series C Debenture Units), (ii) the Initial Scheduled Second Stock Purchase Date (in the case of Series D Debentures), or (iii) the Initial Scheduled Third Stock Purchase Date (in the case of Series E Debenture Units), as applicable. Such settlement date is referred to as the *Remarketing Settlement Date.* If such initial Remarketing is not successful, then the applicable scheduled Stock Purchase Date will be deferred by three months and a second Remarketing will be conducted. The settlement date of the second Remarketing must occur during the period beginning on, and including, the fifth Business Day immediately preceding such deferred scheduled Stock Purchase Date. If such second Remarketing is not successful, then the applicable scheduled Stock Purchase Date will again be deferred by three months and a third and final Remarketing will be conducted. The settlement date of the third Remarketing must occur during the period beginning on, and including, the fifth Business Day immediately preceding such deferred scheduled Stock Purchase Date.

In connection with the first two Remarketings of any series of Debentures or Component Debentures, the Reset Rate may not exceed the Reset Cap. For this purpose, the *Reset Cap* is the prevailing market yield per annum, as determined by the Remarketing Agent, of the benchmark U.S. treasury security having a remaining maturity that most closely corresponds to the remaining maturity of such Debentures or Component Debentures, plus 750 basis points. The Reset Cap will not apply to any third Remarketing attempt.

In the event that the third Remarketing for any series of Debentures or Component Debentures is not successful, then the interest rate applicable to those Debentures or Component Debentures will not be reset.

What happens if a Remarketing is successful?

If the Remarketing is successful, the Remarketing Agent will deduct the applicable Remarketing Fee, and the remaining proceeds will be applied as follows:

in the case of Debentures or Debenture Units forming part of any Common Equity Unit, (i) the Interest Make-Whole and Success Fee will be delivered to the holder of such Common Equity Unit; and (ii) the remaining proceeds will be delivered to MetLife, Inc. on behalf of such holder in satisfaction of such holder s obligation to pay the Purchase Price for the Stock Purchase Contract forming part of such Common Equity Unit that settles on the applicable Stock Purchase Date; and in the case of Separate Debentures (as defined below), the remaining proceeds will be remitted to the holders that tendered such Separate Debentures for inclusion in the Remarketing.

What happens if the final Remarketing of a series of Debentures is not successful?

If the third Remarketing for any series of Debentures or Debenture Units is not successful, a *Final Failed Remarketing* will have occurred with respect to that series of Debentures or Debenture Units. In such case, holders of Debentures or Debenture Units of that series forming part of any Normal Common Equity Unit will have the right (the *Put Right*) to require MetLife, Inc. to purchase such Debentures or Debenture Units on the Stock Purchase Date for such series of Debentures or Component Debentures, for cash in an amount equal to the principal amount of such Debentures or Component Debentures, plus unpaid interest thereon that has accrued to, but not including, such Stock Purchase Date. Such Put Right of a holder of Debentures or Debenture Units forming part of any Normal Common Equity Units will automatically, without any action of that holder, be deemed to be exercised on the Stock Purchase Date applicable to the Final Failed Remarketing, unless the holder has elected cash settlement in accordance with the Stock Purchase Contract Agreement.

If I hold my Debentures separately from the Common Equity Units, may I still participate in a Remarketing?

Holders of Debentures or Debenture Units not forming part of any Common Equity Units (*Separate Debentures*) may elect to have such Separate Debentures included in a Remarketing by delivering such Separate Debentures, along with a notice of such election to Deutsche Bank Trust Company Americas, as the custodial agent (the *Custodial Agent*), before the close of business on the 25th Business Day immediately before the applicable Stock Purchase Date. However, no holder of a Separate Debenture may elect to include such Separate Debenture in a Remarketing, unless the principal amount of such Separate Debenture (and, if such Separate Debenture is a Debenture Unit, the principal amount of each tranche of Component Debentures forming part of such Debenture Unit) is an integral multiple of $1,000. Such election may be withdrawn before the 25th Business Day immediately preceding the applicable Stock Purchase Date.

Can the Debentures be Redeemed?

MetLife, Inc. will not have the right to redeem any Debentures or Component Debentures before the Redemption Trigger Date (as defined below). However, MetLife, Inc. has the right, at its option, at any time, and from time to time, to redeem all or any part of the Debentures or Component Debentures, on any date selected by MetLife, Inc. (the *Redemption Date*) on or after the Redemption Trigger Date, at a price payable in cash equal to the Debenture Redemption Price (as defined below). If a Redemption Date is after the regular record date for a payment of interest on the Debentures or Component Debentures to be redeemed and on or before the next Interest Payment Date, then such payment of interest will, notwithstanding the redemption, be made, on such Interest Payment Date, to the holder(s) of such Debentures or Component Debentures as of the close of business on such regular record date. To exercise its right to redeem any Debentures or Component Debentures, MetLife, Inc. must send notice of such redemption to holders of the Debentures or Component Debentures to be redeemed not less than 30 days nor more than 90 days before the applicable Redemption Date.

Redemption Trigger Date means, with respect to a series of Debentures or Debenture Units, the following date, as applicable: (i) if a successful Remarketing has occurred with respect to such series, the second anniversary of the applicable Stock Purchase Date of such Remarketing; or (ii) if a Final Failed Remarketing has occurred with respect to such series, the Stock Purchase Date for such series.

Debenture Redemption Price means, with respect to each Debenture or Component Debenture to be redeemed on a Redemption Date, the sum of (1) the greater of (A) the principal amount of such Debenture or Component Debenture; and (B) the present value, as of such Redemption Date, of all remaining scheduled principal and interest payments on such Debenture or Component Debenture from, but excluding, such Redemption Date through, and including, the stated maturity date of the principal of such Debenture or Component Debenture (not including any portion of such payments of interest that have accrued, or for which the regular record date has occurred, as of such Redemption Date), such present value to be calculated using discounting, on a semi-annual basis assuming a 360-day year consisting of twelve 30-day months, at a discount rate equal to the lesser of (i) the Treasury Rate (as defined below) plus 50 basis points and (ii) 15%; and (2) (without duplication) unpaid interest that has accrued on such Debenture or Component Debenture to, but excluding, such Redemption Date; *provided*, *however*, that if such Redemption Date is after the regular record date for a payment of interest on such Debenture or Component Debenture and on or before the next Interest Payment Date of such Debenture or Component Debenture, then (x) such payment of interest will, notwithstanding such redemption, be made, on such Interest Payment Date, to the holder of such Debenture or Component Debenture as of the close of business on such regular record date; (y) for avoidance of doubt, such present value in clause (1)(B) above will be calculated excluding such payment of interest; and (z) the amount described in clause (2) above will be deemed to be equal to zero. The present value to be calculated pursuant to clause (1)(B) above will be calculated assuming that the interest rate of such Debenture or Component Debentures in effect at the open of business on the applicable Redemption Date will not thereafter be changed.

Treasury Rate means, with respect to any Redemption Date for a Debenture to be redeemed, the prevailing market yield per annum of the benchmark U.S. treasury security having a remaining maturity, as of such Redemption Date, that most closely corresponds to the state maturity of the principal of such Debenture. The Treasury Rate will be calculated on the third business day preceding the Redemption Date.

Each series of Component Debentures may be redeemed independently of another series of Component Debentures.

What are the United States federal income tax consequences related to the Normal Common Equity Units and Debentures?

Each Normal Common Equity Unit should be treated for United States federal income tax purposes as an investment unit comprised of (a) the undivided beneficial ownership interests in the applicable series of Debentures and (b) the Stock Purchase Contracts. Consequently, you must allocate the purchase price of the Normal Common Equity Unit between your undivided interest in the applicable series of Debentures and the Stock Purchase Contracts in proportion to their respective fair market values, which will establish your initial tax basis in the Debentures and the Stock Purchase Contracts. Although unclear, if the fair market value of any Stock Purchase Contract is negative at the time of your purchase of a Common Equity Unit, the amount you are treated as paying for the ownership interests in the applicable series of Debentures and any Stock Purchase Contracts that have a positive value should include the amount attributable to the assumption of the liability associated with the Stock Purchase Contract that has a negative value (*i.e.,* the negative value should be added to your basis in the applicable series of Debentures and any Stock Purchase Contracts that have a positive value in accordance with their relative fair market values).

Interest paid on the Debentures will be taxable to you as ordinary interest income at the time it is received or accrued, depending upon the method of accounting applicable to you. If you own Stripped Common Equity Units, although the Treasury Securities will not generate current payments to you, you will be required, for United States federal income tax purposes, to recognize original issue discount in respect of the Treasury Securities on a constant yield basis, or to recognize acquisition discount on the Treasury Securities when it is received or accrued, depending upon the method of accounting applicable to you.

To the extent MetLife, Inc. is required to file information returns with respect to the Contract Payments or Deferred Contract Payments, MetLife, Inc. intends to report such payments as income to you.

For additional information, *see* Certain United States Federal Income Tax Consequences.

Will the Common Equity Units be listed on a stock exchange?

The Normal Common Equity Units have been approved for listing on the New York Stock Exchange under the symbol MLU, subject to official notice. MetLife, Inc. expects trading of the Normal Common Equity Units on the New York Stock Exchange to begin on March , 2011.

Neither the Stripped Common Equity Units nor the Debentures initially will be listed. If enough Stripped Common Equity Units are created so that applicable exchange listing requirements are met, we may list the Stripped

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Common Equity Units or the Debentures on the same exchange as the Normal Common Equity Units are then listed, although we are under no obligation to do so.

What are your expected uses of proceeds from the offering of the Common Equity Units?

MetLife, Inc. will not receive any of the proceeds from the sale of the Common Equity Units by the Selling Securityholder. All of the Common Equity Units being offered and sold by the Selling Securityholder in this offering are currently being held in the Indemnification Collateral Account (the *Indemnification Collateral Account*) under the stock purchase agreement, dated as of March 7, 2010 (as amended, the *Stock Purchase Agreement*), entered into in connection with the Acquisition, by and among MetLife, Inc., AIG and the Selling Securityholder.

In accordance with the amended and restated indemnification collateral account security and control agreement, to be entered into on March , 2011 concurrently with the closing of this offering (the *Amended Indemnification Collateral Agreement*), by and among MetLife, Inc., the Selling Securityholder, Deutsche Bank Trust Company Americas, as securities intermediary, the Collateral Agent, the Stock Purchase Contract Agent and AIG, $3.0 billion of the net proceeds from the sale of the Common Equity Units will be deposited in the Indemnification Collateral Account and substituted for the applicable Common Equity Units held therein. To the extent that the net proceeds from the sale of the Common Equity Units exceed $3.0 billion, the Selling Securityholder will retain any such excess. Such Common Equity Units will be thereafter transferred to the underwriters for delivery to you and the proceeds from their sale up to $3.0 billion will remain in the Indemnification Collateral Account as indemnification collateral under the Stock Purchase Agreement.

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RISK FACTORS

Investing in the Common Equity Units involves a high degree of risk. In addition to the other information contained in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein, you should consider carefully the following factors relating to us and the Common Equity Units before making an investment in the Common Equity Units offered hereby. In addition to the risk factors set forth below, please read the information included or incorporated by reference under Risk Factors in the accompanying prospectus and the 2010 Form 10-K. If any of the following risks or those incorporated by reference actually occur, our business, results of operations, financial condition, cash flows or prospects could be materially adversely affected, which in turn could adversely affect the trading price of the Common Equity Units and MetLife, Inc. s Common Stock. As a result, you may lose all or part of your original investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

The Common Equity Units consist of Stock Purchase Contracts to acquire MetLife, Inc. s Common Stock and an interest in Debentures. When considering an investment in MetLife, Inc. s Common Equity Units, you are making an investment decision with respect to MetLife Inc. s Common Stock and Debentures as well as the Common Equity Units. You should carefully review the information in this prospectus supplement and the accompanying prospectus about all of these securities.

Risks Related to our Business

Difficult Conditions in the Global Capital Markets and the Economy Generally May Materially Adversely Affect Our Business and Results of Operations and These Conditions May Not Improve in the Near Future

Our business and results of operations are materially affected by conditions in the global capital markets and the economy generally, both in the United States and elsewhere around the world. Stressed conditions, volatility and disruptions in global capital markets or in particular markets or financial asset classes can have an adverse effect on us, in part because we have a large investment portfolio and our insurance liabilities are sensitive to changing market factors. Disruptions in one market or asset class can also spread to other markets or asset classes. Although the disruption in the global financial markets that began in late 2007 has moderated, not all global financial markets are functioning normally, and some remain reliant upon government intervention and liquidity. Upheavals in the financial markets can also affect our business through their effects on general levels of economic activity, employment and customer behavior. Although the recent recession in the United States ended in June of 2009, the recovery from the recession has been below historic averages and the unemployment rate is expected to remain high for some time. In addition, inflation is expected to remain at low levels for some time. Some economists believe that some level of disinflation and deflation risk remains in the U.S. economy. The global recession and disruption of the financial markets has led to concerns over capital markets access and the solvency of certain European Union member states, including Portugal, Ireland, Italy, Greece and Spain. The Japanese economy, to which we face increased exposure as a result of the Acquisition, continues to experience low nominal growth, a deflationary environment, and weak consumer spending.

Our revenues and net investment income are likely to remain under pressure in such circumstances and our profit margins could erode. Also, in the event of extreme prolonged market events, such as the recent global credit crisis, we could incur significant capital and/or operating losses. Even in the absence of a market downturn, we are exposed to substantial risk of loss due to market volatility.

We are a significant writer of variable annuity products. The account values of these products decrease as a result of downturns in capital markets. Decreases in account values reduce the fees generated by our variable annuity products, cause the amortization of deferred policy acquisition costs (*DAC*) to accelerate and could increase the level of insurance liabilities we must carry to support those variable annuities issued with any associated guarantees.

Factors such as consumer spending, business investment, government spending, the volatility and strength of the capital markets, and inflation all affect the business and economic environment and, ultimately, the amount and profitability of our business. In an economic downturn characterized by higher unemployment, lower family income, lower corporate earnings, lower business investment and lower consumer spending, the demand for our financial and insurance products could be adversely affected. Group insurance, in particular, is affected by the higher unemployment rate. In addition, we may experience an elevated incidence of claims and lapses or surrenders of policies. Our policyholders may choose to defer paying insurance premiums or stop paying insurance premiums altogether. Adverse changes in the economy could affect earnings negatively and could have a material adverse effect on our business, results of operations and financial condition. The recent market turmoil has precipitated, and may continue to raise the possibility of, legislative, regulatory and governmental actions. We cannot predict whether or when such actions may occur, or what impact, if any, such actions could have on our business, results of operations and financial condition. *See* Actions of the U.S. Government, Federal Reserve Bank of New York and Other Governmental and Regulatory Bodies for the Purpose of Stabilizing and Revitalizing the Financial Markets and Protecting Investors and Consumers May Not Achieve the Intended Effect or Could Adversely Affect MetLife s Competitive Position, Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth, Our Insurance, Brokerage and Banking Businesses Are Heavily Regulated, and Changes in Regulation May Reduce Our Profitability and Limit Our Growth and Competitive Factors May Adversely Affect Our Market Share and Profitability.

Adverse Capital and Credit Market Conditions May Significantly Affect Our Ability to Meet Liquidity Needs, Access to Capital and Cost of Capital

The capital and credit markets are sometimes subject to periods of extreme volatility and disruption. Such volatility and disruption could cause liquidity and credit capacity for certain issuers to be limited.

We need liquidity to pay our operating expenses, interest on our debt and dividends on our capital stock, maintain our securities lending activities and replace certain maturing liabilities. Without sufficient liquidity, we will be forced to curtail our operations, and our business will suffer. The principal sources of our liquidity are insurance premiums, annuity considerations, deposit funds, and cash flow from our investment portfolio and assets, consisting mainly of cash or assets that are readily convertible into cash. Sources of liquidity in normal markets also include short-term instruments such as funding agreements and commercial paper. Sources of capital in normal markets include long-term instruments, medium- and long-term debt, junior subordinated debt securities, capital securities and equity securities.

In the event market or other conditions have an adverse impact on our capital and liquidity beyond expectations and our current resources do not satisfy our needs, we may have to seek additional financing. The availability of additional financing will depend on a variety of factors such as market conditions, regulatory considerations, the general availability of credit, the volume of trading activities, the overall availability of credit to the financial services industry, our credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of our long- or short-term financial prospects if we incur large investment losses or if the level of our business activity decreases due to a market downturn. Similarly, our access to funds may be impaired if regulatory authorities or rating agencies take negative actions against us. Our internal sources of liquidity may prove to be insufficient and, in such case, we may not be able to successfully obtain additional financing on favorable terms, or at all.

Our liquidity requirements may change if, among other things, we are required to return significant amounts of cash collateral on short notice under securities lending agreements.

Disruptions, uncertainty or volatility in the capital and credit markets may also limit our access to capital required to operate our business, most significantly our insurance operations. Such market conditions may limit our ability to replace, in a timely manner, maturing liabilities; satisfy regulatory capital requirements (under both insurance and banking laws); and access the capital necessary to grow our business. The possible impact of Basel II and Basel III on

MetLife is discussed in the 2010 Form 10-K. As such, we may be forced to delay raising capital, issue different types of securities than we would otherwise, less effectively deploy such capital, issue shorter tenor securities than we prefer, or bear an unattractive cost of capital which could decrease our profitability and significantly reduce our financial flexibility. Our results of operations, financial condition, cash flows and statutory capital position could be materially adversely affected by disruptions in the financial markets.

Actions of the U.S. Government, Federal Reserve Bank of New York and Other Governmental and Regulatory Bodies for the Purpose of Stabilizing and Revitalizing the Financial Markets and Protecting Investors and Consumers May Not Achieve the Intended Effect or Could Adversely Affect MetLife s Competitive Position

In recent years, Congress, the Federal Reserve Bank of New York, the FDIC, the U.S. Treasury and other agencies of the U.S. federal government took a number of increasingly aggressive actions (in addition to continuing a series of interest rate reductions that began in the second half of 2007) intended to provide liquidity to financial institutions and markets, to avert a loss of investor confidence in particular troubled institutions, to prevent or contain the spread of the financial crisis and to spur economic growth. Most of these programs have largely run their course or been discontinued. More likely to be relevant to MetLife, Inc. is the monetary policy implemented by the Federal Reserve Board, as well as Dodd-Frank, which will significantly change financial regulation in the U.S. in a number of areas that could affect MetLife. Given the large number of provisions that must be implemented through regulatory action, we cannot predict what impact this could have on our business, results of operations and financial condition.

It is not certain what effect the enactment of Dodd-Frank will have on the financial markets, the availability of credit, asset prices and MetLife s operations. *See* Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth. In addition, the U.S. federal government (including the FDIC) and private lenders have instituted programs to reduce the monthly payment obligations of mortgagors and/or reduce the principal payable on residential mortgage loans. As a result of such programs or of any legislation requiring loan modifications, we may need to maintain or increase our engagement in similar activities in order to comply with program or statutory requirements and to remain competitive. We cannot predict whether the funds made available by the U.S. federal government and its agencies will be enough to continue stabilizing or to further revive the financial markets or, if additional amounts are necessary, whether the Federal Reserve Board will make funds available, whether Congress will be willing to make the necessary appropriations, what the public s sentiment would be towards any such appropriations, or what additional requirements or conditions might be imposed on the use of any such additional funds.

The choices made by the U.S. Treasury, the Federal Reserve Board and the FDIC in their distribution of funds under EESA and any future asset purchase programs, as well as any decisions made regarding the imposition of additional regulation on large financial institutions may have, over time, the effect of supporting or burdening some aspects of the financial services industry more than others. Some of our competitors have received, or may in the future receive, benefits under one or more of the federal government s programs. This could adversely affect our competitive position. *See* Competitive Factors May Adversely Affect Our Market Share and Profitability. *See* also New and Impending Compensation and Corporate Governance Regulations Could Hinder or Prevent Us From Attracting and Retaining Management and Other Employees with the Talent and Experience to Manage and Conduct Our Business Effectively and Our Insurance, Brokerage and Banking Businesses Are Heavily Regulated, and Changes in Regulation May Reduce Our Profitability and Limit Our Growth.

Our Insurance, Brokerage and Banking Businesses Are Highly Regulated, and Changes in Regulation and in Supervisory and Enforcement Policies May Reduce Our Profitability and Limit Our Growth

Our insurance operations are subject to a wide variety of insurance and other laws and regulations. State insurance laws regulate most aspects of our U.S. insurance businesses, and our insurance subsidiaries are regulated by the insurance departments of the states in which they are domiciled and the states in which they are licensed. Our non-U.S. insurance operations are principally regulated by insurance regulatory authorities in the jurisdictions in which they are domiciled or operate.

State laws in the United States grant insurance regulatory authorities broad administrative powers with respect to, among other things:

licensing companies and agents to transact business;

calculating the value of assets to determine compliance with statutory requirements;

mandating certain insurance benefits;

regulating certain premium rates;

- reviewing and approving policy forms;
- regulating unfair trade and claims practices, including through the imposition of restrictions on marketing and sales practices, distribution arrangements and payment of inducements;
- regulating advertising;
- protecting privacy;
- establishing statutory capital and reserve requirements and solvency standards;
- fixing maximum interest rates on insurance policy loans and minimum rates for guaranteed crediting rates on life insurance policies and annuity contracts;
- approving changes in control of insurance companies;
- restricting the payment of dividends and other transactions between affiliates; and
- regulating the types, amounts and valuation of investments.

State insurance guaranty associations have the right to assess insurance companies doing business in their state for funds to help pay the obligations of insolvent insurance companies to policyholders and claimants. Because the amount and timing of an assessment is beyond our control, the liabilities that we have currently established for these potential liabilities may not be adequate.

State insurance regulators and the National Association of Insurance Commissioners (*NAIC*) regularly reexamine existing laws and regulations applicable to insurance companies and their products. Changes in these laws and regulations, or in interpretations thereof, are often made for the benefit of the consumer at the expense of the insurer and, thus, could have a material adverse effect on our financial condition and results of operations.

Currently, the U.S. federal government does not directly regulate the business of insurance. However, Dodd-Frank allows federal regulators to compel state insurance regulators to liquidate an insolvent insurer under some circumstances if the state regulators have not acted within a specific period. It also establishes the Federal Insurance Office which has the authority to participate in the negotiations of international insurance agreements with foreign regulators for the United States. The Federal Insurance Office is also authorized to collect information about the insurance industry and recommend prudential standards.

Federal legislation and administrative policies in several areas can significantly and adversely affect insurance companies. These areas include financial services regulation, securities regulation, pension regulation, health care regulation, privacy, tort reform legislation and taxation. In addition, various forms of direct and indirect federal regulation of insurance have been proposed from time to time, including proposals for the establishment of an optional federal charter for insurance companies. Other aspects of our insurance operations could also be affected by Dodd-Frank. For example, Dodd-Frank imposes new restrictions on the ability of affiliates of insured depository institutions (such as MetLife Bank) to engage in proprietary trading or sponsor or invest in hedge funds or private equity funds. *See* Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth.

As a federally chartered national association, MetLife Bank is subject to a wide variety of banking laws, regulations and guidelines. Federal banking laws regulate most aspects of the business of MetLife Bank, but certain state laws may apply as well. MetLife Bank is principally regulated by the Office of the Comptroller of the Currency, the Federal Reserve and the FDIC.

Federal banking laws and regulations address various aspects of MetLife Bank s business and operations with respect to, among other things:

chartering to carry on business as a bank;

the permissibility of certain activities;

maintaining minimum capital ratios;

capital management in relation to the bank s assets;

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- dividend payments;
- safety and soundness standards;
- loan loss and other related liabilities;
- liquidity;
- financial reporting and disclosure standards;
- counterparty credit concentration;
- restrictions on related party and affiliate transactions;
- lending limits (and, in addition, Dodd-Frank includes the credit exposures arising from securities lending by MetLife Bank within lending limits otherwise applicable to loans);
- payment of interest;
- unfair or deceptive acts or practices;
- privacy; and
- bank holding company and bank change of control.

Federal and state banking regulators regularly re-examine existing laws and regulations applicable to banks and their products. Changes in these laws and regulations, or in interpretations thereof, are often made for the benefit of the consumer at the expense of the bank and, thus, could have a material adverse effect on the financial condition and results of operations of MetLife Bank.

Since 2008, MetLife, through its MetLife Bank affiliate, has significantly increased its mortgage servicing activities by acquiring servicing portfolios. Currently, MetLife Bank services approximately 1% of the aggregate principal amount of the mortgage loans serviced in the United States.

State and federal regulatory and law enforcement authorities have initiated various inquiries, investigations or examinations of alleged irregularities in the foreclosure practices of the residential mortgage servicing industry. Mortgage servicing practices have also been the subject of Congressional attention. Authorities have publicly stated that the scope of the investigations extends beyond foreclosure documentation practices to include mortgage loan modification and loss mitigation practices.

MetLife Bank s mortgage servicing has been the subject of recent inquiries and requests by such authorities. The Acting Comptroller of the Currency disclosed in testimony before Congress that 14 mortgage servicing businesses affiliated with banking organizations, including that of MetLife Bank, have been the subject of an intra-agency confidential horizontal examination of mortgage servicing and foreclosure activities. The Acting Comptroller testified that federal banking regulators expect to issue administrative enforcement orders to such businesses and to seek civil money penalties. The Acting Comptroller s testimony also indicated that other federal agencies, including the Department of Justice and the Federal Trade Commission, were examining potential actions with respect to such businesses.

MetLife is cooperating with the authorities review of this business. MetLife cannot predict the outcome of the pending reviews. It is also possible that additional state or federal authorities may pursue similar investigations or make related inquiries.

In view of widespread attention to foreclosure practices within the industry, MetLife Bank undertook a review of its servicing procedures. Based on its review of its foreclosure practices and procedures, MetLife Bank does not believe that its mortgage servicing practices improperly adversely affected the obligors of mortgages that it services.

Nevertheless, these inquiries or investigations could adversely affect MetLife s reputation or result in material fines, penalties, equitable remedies (including requiring default servicing or other process changes), or other enforcement actions, and result in significant legal costs in responding to governmental investigations or other litigation. In addition, any changes to the mortgage servicing business that are required in connection with the resolution of such matters may affect the profitability of such business.

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In addition, Dodd-Frank establishes a new Bureau of Consumer Financial Protection that supervises and regulates institutions providing certain financial products and services to consumers. Although the consumer financial services to which this legislation applies exclude insurance business of the kind in which we engage, the new Bureau has authority to regulate consumer services provided by MetLife Bank and non-insurance consumer services provided elsewhere throughout MetLife. Dodd-Frank established a statutory standard for Federal pre-emption of state consumer financial protection laws, which standard will require national banks to comply with many state consumer financial protection laws that previously were considered preempted by Federal law. As a result, the regulatory and compliance burden on MetLife Bank may increase and could adversely affect its business and results of operations. Dodd-Frank also includes provisions on mortgage lending, anti-predatory lending and other regulatory and supervisory provisions that could impact the business and operations of MetLife Bank.

Dodd-Frank also authorizes the SEC to establish a standard of conduct applicable to brokers and dealers when providing personalized investment advice to retail and other customers. This standard of conduct would be to act in the best interest of the customer without regard to the financial or other interest of the broker or dealer providing the advice. *See* Changes in U.S. Federal and State Securities Laws and Regulations, and State Insurance Regulations Regarding Suitability of Annuity Product Sales, May Affect Our Operations and Our Profitability.

In December 2010, the Basel Committee on Banking Supervision published Basel III for banks and bank holding companies, such as MetLife, Inc. Assuming regulators in the United States endorse and adopt Basel III, it will require banks and bank holding companies to hold greater amounts of capital, to comply with requirements for short-term liquidity and to reduce reliance on short-term funding sources. It is not clear how these new requirements will compare to the enhanced prudential standards that may apply to us under Dodd-Frank. *See* Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth.

As a bank holding company, MetLife, Inc. s ability to pay dividends may be restricted by the Federal Reserve Bank of New York. In addition, the ability of MetLife Bank and MetLife, Inc. to pay dividends could be restricted by any additional capital requirements that might be imposed as a result of the enactment of Dodd-Frank and/or the endorsement and adoption by the United States of Basel III.

The FDIC has the right to assess FDIC-insured banks for funds to help pay the obligations of insolvent banks to depositors. Because the amount and timing of an assessment is beyond our control, the reserves that we have currently established for these potential liabilities may not be adequate. In addition, Dodd-Frank will result in increased assessment for banks with assets of $10.0 billion or more, which includes MetLife Bank.

Our international operations are subject to regulation in the jurisdictions in which they operate. A significant portion of our revenues are generated through operations in foreign jurisdictions, including many countries in early stages of economic and political development. Our international operations may be materially adversely affected by foreign authorities and regulators, such as through nationalization or expropriation of assets, the imposition of limits on foreign ownership, changes in laws or their interpretation or application, political instability, dividend limitations, price controls, currency exchange controls or other restrictions that prevent us from transferring funds from these operations out of the countries in which they operate or converting local currencies we hold to U.S. dollars or other currencies, as well as adverse actions by foreign governmental authorities and regulators. This may also impact many of our customers and independent sales intermediaries. Changes in the regulations that affect their operations also may affect our business relationships with them and their ability to purchase or distribute our products. Accordingly, these changes could have a material adverse effect on our financial condition and results of operations.

Our international operations are subject to local laws and regulations, and we expect the scope and extent of regulation outside of the United States, as well as regulatory oversight, generally to continue to increase. The authority of our international operations to conduct business is subject to licensing requirements, permits and approvals, and these authorizations are subject to modification and revocation. The regulatory environment in the countries in which we operate and changes in laws could have a material adverse effect on us and our foreign operations. *See* Our International Operations Face Political, Legal, Operational and Other Risks, Including Exposure to Local and Regional Economic Conditions, that Could Negatively Affect Those Operations or Our Profitability.

Furthermore, the increase in our international operations as a result of the acquisition of ALICO may also subject us to increased supervision by the Federal Reserve Board, since the size of a bank holding company s foreign activities is taken as an indication of the holding company s complexity. It may also have an effect on the manner in which MetLife, Inc. is required to calculate its risk-based capital (*RBC*).

Compliance with applicable laws and regulations is time consuming and personnel-intensive, and changes in these laws and regulations may materially increase our direct and indirect compliance and other expenses of doing business, thus having a material adverse effect on our financial condition and results of operations.

From time to time, regulators raise issues during examinations or audits of MetLife, Inc. s regulated subsidiaries that could, if determined adversely, have a material impact on us. We cannot predict whether or when regulatory actions may be taken that could adversely affect our operations. In addition, the interpretations of regulations by regulators may change and statutes may be enacted with retroactive impact, particularly in areas such as accounting or statutory reserve requirements.

We are also subject to other regulations and may in the future become subject to additional regulations.

Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth

On July 21, 2010, President Obama signed Dodd-Frank. Various provisions of Dodd-Frank could affect our business operations and our profitability and limit our growth. For example:

As a large, interconnected bank holding company with assets of $50 billion or more, or possibly as an otherwise systemically important financial company, MetLife, Inc. will be subject to enhanced prudential standards imposed on systemically significant financial companies. Enhanced standards will be applied to RBC, liquidity, leverage (unless another, similar, standard is appropriate), resolution plan and credit exposure reporting, concentration limits, and risk management. Off-balance sheet activities are required to be accounted for in meeting capital requirements. In addition, if it were determined that MetLife posed a substantial threat to U.S. financial stability, the applicable federal regulators would have the right to require it to take one or more other mitigating actions to reduce that risk, including limiting its ability to merge with or acquire another company, terminating activities, restricting its ability to offer financial products or requiring it to sell assets or off-balance sheet items to unaffiliated entities. Enhanced standards would also permit, but not require, regulators to establish requirements with respect to contingent capital, enhanced public disclosures and short-term debt limits. These standards are described as being more stringent than those otherwise imposed on bank holding companies; however, the Federal Reserve Board is permitted to apply them on an institution-by-institution basis, depending on its determination of the institution s riskiness. In addition, under Dodd-Frank, all bank holding companies that have elected to be treated as financial holding companies, such as MetLife, Inc. will be required to be well capitalized and well managed as defined by the Federal Reserve Board, on a consolidated basis and not just at their depository institution(s), a higher standard than was applicable to financial holding companies before Dodd-Frank.

MetLife, Inc., as a bank holding company, will have to meet minimum leverage ratio and RBC requirements on a consolidated basis to be established by the Federal Reserve Board that are not less than those applicable to insured depository institutions under so-called prompt corrective action regulations as in effect on the date of the enactment of Dodd-Frank. One consequence of these new rules will ultimately be the inability of bank holding companies to include trust-preferred securities as part of their Tier 1 capital. Because of the phase-in period for these new rules, they should have little practical effect on MetLife s ability to treat its currently outstanding trust-preferred securities as part of its Tier 1 capital, but they do prevent MetLife, Inc. from treating the Common Equity Units as Tier 1 capital, since the new rules apply immediately to instruments issued after May 19, 2010.

Under the provisions of Dodd-Frank relating to the resolution or liquidation of certain types of financial institutions, including bank holding companies, if MetLife, Inc. were to become insolvent or were in danger of defaulting on its obligations, it could be compelled to undergo liquidation with the FDIC as receiver. For this new regime to be applicable, a number of determinations would have to be made, including that a default by the affected company would have serious adverse effects on financial stability in the United States. If the FDIC were to be appointed as the receiver for such a company, the liquidation of that company would occur under the provisions of the new liquidation authority, and not under the U.S. Bankruptcy Code. In such a liquidation, the holders of such company s debt could in certain respects be treated differently than under the U.S. Bankruptcy Code. In particular, unsecured creditors and shareholders are intended to bear the losses of the company being liquidated. The FDIC is authorized to establish rules for the priority of creditors claims and, under certain circumstances, to treat similarly situated creditors differently. These provisions could apply to some financial institutions whose outstanding debt securities we hold in our investment portfolios. Dodd-Frank also provides for the assessment of bank holding companies with assets of $50.0 billion or more, non-bank financial companies supervised by the Federal Reserve Bank, and other financial companies with assets of $50.0 billion or more to cover the costs of liquidating any financial company subject to the new liquidation authority. Although it is not possible to assess the full impact of the liquidation authority at this time, it could affect the funding costs of large bank holding companies or financial companies that might be viewed as systemically significant. It could also lead to an increase in secured financings.

Dodd-Frank also includes a new framework of regulation of the OTC derivatives markets which will require clearing of certain types of transactions currently traded OTC and could potentially impose additional costs, including new capital, reporting and margin requirements and additional regulation on MetLife, Inc. Increased margin requirements on MetLife, Inc. s part and a smaller universe of securities that will qualify as eligible collateral could reduce its liquidity and require an increase in its holdings of cash and government securities with lower yields causing a reduction in income. However, increased margin requirements and the expanded ability to transfer trades between MetLife, Inc. s counterparties could reduce MetLife, Inc. s exposure to its counterparties default. MetLife, Inc. uses derivatives to mitigate a wide range of risks in connection with its businesses, including the impact of increased benefit exposures from our annuity products that offer guaranteed benefits. The derivative clearing requirements of Dodd-Frank could increase the cost of our risk mitigation and expose us to the risk of a default by a clearinghouse or one of its members. In addition, we are subject to the risk that hedging and other management procedures prove ineffective in reducing the risks to which insurance policies expose us or that unanticipated policyholder behavior or mortality, combined with adverse market events, produces economic losses beyond the scope of the risk management techniques employed. Any such losses could be increased by any higher costs of writing derivatives (including customized derivatives) that might result from the enactment of Dodd-Frank.

Dodd-Frank restricts the ability of insured depository institutions and of companies, such as MetLife, Inc., that control an insured depository institution and their affiliates, to engage in proprietary trading and to sponsor or invest in funds (hedge funds and private equity funds) that rely on certain exemptions from the Investment Company Act of 1940, as amended (the *Investment Company Act*). Dodd-Frank provides an exemption for investment activity by a regulated insurance company or its affiliate solely for the general account of such insurance company if such activity is in compliance with the insurance company investments laws of the state or jurisdiction in which such company is domiciled and the appropriate Federal regulators after consultation with relevant insurance commissioners have not jointly determined such laws to be insufficient to protect the safety and soundness of the institution or the financial stability of the United States. Notwithstanding the foregoing, the appropriate Federal regulatory authorities are permitted under the legislation to impose, as part of rulemaking, additional capital requirements and other restrictions on any exempted activity. Dodd-Frank provided for a period of study and rule making during which the effects of the statutory language may be clarified. The study has been completed and has assessed and included recommendations as to how to appropriately accommodate the business of insurance within an insurance company subject to regulation in accordance with relevant insurance company investments laws. However, while these provisions of Dodd-Frank are supposed to accommodate the business of insurance, until the rulemaking is completed, it is unclear whether MetLife, Inc. may have to alter any of its future investment activities to comply.

Until various studies are completed and final regulations are promulgated pursuant to Dodd-Frank, the full impact of Dodd-Frank on the investments and investment activities and insurance and annuity products of

MetLife, Inc. and its subsidiaries remains unclear. For example, besides directly limiting our future investment activities, Dodd-Frank could potentially negatively impact the market for, the returns from, or liquidity in, primary and secondary investments in private equity funds and hedge funds that are connected to (either through a fund sponsorship or investor relationship) an insured depository institution. The number of sponsors of such funds going forward may diminish, which may impact our available fund investment opportunities. Although Dodd-Frank provides for various transition periods for coming into compliance, fund sponsors that are subject to Dodd-Frank, and whose funds we have invested in, may have to spin off their funds business or reduce their ownership stakes in their funds, thereby potentially impacting our related investments in such funds. In addition, should such funds be required or choose to liquidate or sell their underlying assets, the market value and liquidity of such assets or the broader related asset classes could be negatively affected, including securities and real estate assets that MetLife, Inc. and its subsidiaries hold or may plan to sell. Secondary sales of fund interests at significant discounts by banking institutions and their affiliates, which are not fund sponsors but nevertheless are subject to the divestment requirements of Dodd-Frank, could reduce the returns realized by investors such as MetLife, Inc. and its subsidiaries seeking to access liquidity by selling their fund interests. In addition, our existing derivatives counterparties and the financial institutions subject to Dodd-Frank in which we have invested also could be negatively impacted by Dodd-Frank. *See* also New and Impending Compensation and Corporate Governance Regulations Could Hinder or Prevent Us From Attracting and Retaining Management and Other Employees with the Talent and Experience to Manage and Conduct Our Business Effectively.

In addition, Dodd-Frank statutorily imposes the requirement that MetLife, Inc. serve as a source of strength for MetLife Bank.

The addition of a new regulatory regime over MetLife, Inc. and its subsidiaries, the likelihood of additional regulations, and the other changes discussed above could require changes to MetLife, Inc. s operations. Whether such changes would affect our competitiveness in comparison to other institutions is uncertain, since it is possible that at least some of our competitors, for example insurance holding companies that control thrifts, rather than banks, will be similarly affected. Competitive effects are possible, however, if MetLife, Inc. were required to pay any new or increased assessments and capital requirements are imposed, and to the extent any new prudential supervisory standards are imposed on MetLife, Inc. but not on its competitors. We cannot predict whether other proposals will be adopted, or what impact, if any, the adoption of Dodd-Frank or other proposals and the resulting studies and regulations could have on our business, financial condition or results of operations or on our dealings with other financial companies. *See* also Our Insurance, Brokerage and Banking Businesses are Heavily Regulated, and Changes in Regulation May Reduce Our Profitability and Limit Our Growth and New and Impending Compensation and Corporate Governance Regulations Could Hinder or Prevent Us From Attracting and Retaining Management and Other Employees with the Talent and Experience to Manage and Conduct Our Business Effectively.

Moreover, Dodd-Frank potentially affects such a wide range of the activities and markets in which MetLife, Inc. and its subsidiaries engage and participate that it may not be possible to anticipate all of the ways in which it could affect us. For example, many of our methods for managing risk and exposures are based upon the use of observed historical market behavior or statistics based on historical models. Historical market behavior may be altered by the enactment of Dodd-Frank. As a result of this enactment and otherwise, these methods may not fully predict future exposures, which could be significantly greater than our historical measures indicate.

The Resolution of Several Issues Affecting the Financial Services Industry Could Have a Negative Impact on Our Reported Results or on Our Relations with Current and Potential Customers

We will continue to be subject to legal and regulatory actions in the ordinary course of our business, both in the United States and internationally. This could result in a review of business sold in the past under previously acceptable market practices at the time. Regulators are increasingly interested in the approach that product providers use to select third-party distributors and to monitor the appropriateness of sales made by them. In some cases, product providers can be held responsible for the deficiencies of third-party distributors.

As a result of publicity relating to widespread perceptions of industry abuses, there have been numerous regulatory inquiries and proposals for legislative and regulatory reforms.

In Asia, where MetLife derives and will continue to derive a significant portion of its income, regulatory regimes are developing at different speeds, driven by a combination of global factors and local considerations. New requirements may be introduced that are retrospectively applied to sales made prior to their introduction.

We Are Exposed to Significant Financial and Capital Markets Risk Which May Adversely Affect Our Results of Operations, Financial Condition and Liquidity, and May Cause Our Net Investment Income to Vary from Period to Period

We are exposed to significant financial and capital markets risk, including changes in interest rates, credit spreads, equity prices, real estate markets, foreign currency exchange rates, market volatility, the performance of the global economy in general, the performance of the specific obligors, including governments, included in our portfolio and other factors outside our control.

Our exposure to interest rate risk relates primarily to the market price and cash flow variability associated with changes in interest rates. Changes in interest rates will impact the net unrealized gain or loss position of our fixed income investment portfolio. If long-term interest rates rise dramatically within a six to twelve month time period, certain of our life insurance businesses and fixed annuity business may be exposed to disintermediation risk. Disintermediation risk refers to the risk that our policyholders may surrender their contracts in a rising interest rate environment, requiring us to liquidate fixed income investments in an unrealized loss position. Due to the long-term nature of the liabilities associated with certain of our life insurance businesses, guaranteed benefits on variable annuities, and structured settlements, sustained declines in long-term interest rates may subject us to reinvestment risks and increased hedging costs. In other situations, declines in interest rates may result in increasing the duration of certain life insurance liabilities, creating asset-liability duration mismatches.

Our investment portfolio also contains interest rate sensitive instruments, such as fixed income securities, which may be adversely affected by changes in interest rates from governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. Changes in interest rates will impact both the net unrealized gain or loss position of our fixed income portfolio and the rates of return we receive on funds invested. Our mitigation efforts with respect to interest rate risk are primarily focused towards maintaining an investment portfolio with diversified maturities that has a weighted average duration that is approximately equal to the duration of our estimated liability cash flow profile. However, our estimate of the liability cash flow profile may be inaccurate and we may be forced to liquidate fixed income investments prior to maturity at a loss in order to cover the cash flow profile of the liability. Although we take measures to manage the economic risks of investing in a changing interest rate environment, we may not be able to mitigate the interest rate risk of our fixed income investments relative to our liabilities. *See* also Changes in Market Interest Rates May Significantly Affect Our Profitability.

Our exposure to credit spreads primarily relates to market price volatility and cash flow variability associated with changes in credit spreads. A widening of credit spreads will adversely impact both the net unrealized gain or loss position of the fixed-income investment portfolio, will increase losses associated with credit-based non-qualifying derivatives where we assume credit exposure, and, if issuer credit spreads increase significantly or for an extended period of time, will likely result in higher other-than-temporary impairments. Credit spread tightening will reduce net investment income associated with new purchases of fixed maturity securities. In addition, market volatility can make it difficult to value certain of our securities if trading becomes less frequent. As such, valuations may include assumptions or estimates that may have significant period to period changes which could have a material adverse effect on our results of operations or financial condition. Credit spreads on both corporate and structured securities widened significantly during 2008, resulting in continuing depressed pricing. As a result of improved conditions, credit spreads narrowed in 2009 and changed to a lesser extent in 2010. If there is a resumption of significant volatility in the markets, it could cause changes in credit spreads and defaults and a lack of pricing transparency which, individually or in tandem, could have a material adverse effect on our results of operations, financial condition, liquidity or cash flows through realized investment losses, impairments, and changes in unrealized loss positions.

Our primary exposure to equity risk relates to the potential for lower earnings associated with certain of our insurance businesses where fee income is earned based upon the estimated fair value of the assets under management.

Downturns and volatility in equity markets can have a material adverse effect on the revenues and investment returns from our savings and investment products and services. Because these products and services generate fees related primarily to the value of assets under management, a decline in the equity markets could reduce our revenues from the reduction in the value of the investments we manage. The retail variable annuity business in particular is highly sensitive to equity markets, and a sustained weakness in the equity markets could decrease revenues and earnings in variable annuity products. Furthermore, certain of our variable annuity products offer guaranteed benefits which increase our potential benefit exposure should equity markets decline. MetLife, Inc. uses derivatives and reinsurance to mitigate the impact of such increased potential benefit exposures. We are also exposed to interest rate and equity risk based upon the discount rate and expected long-term rate of return assumptions associated with our pension and other postretirement benefit obligations. Sustained declines in long-term interest rates or equity returns likely would have a negative effect on the funded status of these plans. Lastly, we invest a portion of our investments in public and private equity securities, leveraged buy-out funds, hedge funds and other private equity funds and the estimated fair value of such investments may be impacted by downturns or volatility in equity markets.

Our primary exposure to real estate risk relates to commercial and agricultural real estate. Our exposure to commercial and agricultural real estate risk stems from various factors. These factors include, but are not limited to, market conditions including the demand and supply of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility and the inherent interest rate movement. In addition, our real estate joint venture development program is subject to risks, including, but not limited to, reduced property sales and decreased availability of financing which could adversely impact the joint venture developments and/or operations. The state of the economy and speed of recovery in fundamental and capital market conditions in the commercial and agricultural real estate sectors will continue to influence the performance of our investments in these sectors. These factors and others beyond our control could have a material adverse effect on our results of operations, financial condition, liquidity or cash flows through net investment income, realized investment losses and levels of valuation allowances.

Our investment portfolio contains investments in government bonds issued by European nations. Recently, the European Union member states have experienced above average public debt, inflation and unemployment as the global economic downturn has developed. A number of member states are significantly impacted by the economies of their more influential neighbors, such as Germany. In addition, financial troubles of one nation can trigger a domino effect on others. In particular, a number of large European banks hold significant amounts of sovereign financial institution debt of other European nations and could experience difficulties as a result of defaults or declines in the value of such debt. Our investment portfolio also contains investments in revenue bonds issued under the auspices of states and municipalities and a limited amount of general obligation bonds of states and municipalities (collectively, *Municipal Bonds*). Recently, certain states and municipalities have faced budget deficits and financial difficulties. There can be no assurance that the financial difficulties of such states and municipalities would not have an adverse impact on our Municipal Bond portfolio.

Our primary foreign currency exchange risks are described under Fluctuations in Foreign Currency Exchange Rates Could Negatively Affect Our Profitability. Changes in these factors, which are significant risks to us, can affect our net investment income in any period, and such changes can be substantial.

A portion of our investments are made in leveraged buy-out funds, hedge funds and other private equity funds, many of which make private equity investments. The amount and timing of net investment income from such investment funds tends to be uneven as a result of the performance of the underlying investments, including private equity investments. The timing of distributions from the funds, which depends on particular events relating to the underlying investments, as well as the funds schedules for making distributions and their needs for cash, can be difficult to predict. As a result, the amount of net investment income that we record from these investments can vary substantially from quarter to quarter.

Recovering private equity markets and stabilizing credit and real estate markets during 2010 had a positive impact on returns and net investment income on private equity funds, hedge funds and real estate joint ventures, which are included within other limited partnership interests and real estate and real estate joint venture portfolios. Although volatility in most global financial markets has moderated, if there is a resumption of significant volatility, it could adversely impact returns and net investment income on these alternative investment classes. Continuing challenges include continued weakness in the U.S. real estate market and increased residential mortgage loan and other consumer loan delinquencies, investor anxiety over the U.S. and European economies, rating agency downgrades of various structured products and financial issuers, unresolved issues with structured investment vehicles and monoline financial guarantee insurers, deleveraging of financial institutions and hedge funds and the continuing recovery in the inter-bank market. If there is a resumption of significant volatility in the markets, it could cause changes in interest rates, declines in equity prices, and the strengthening or weakening of foreign currencies against the U.S. dollar which, individually or in tandem, could have a material adverse effect on our results of operations, financial condition, liquidity or cash flows through realized investment losses, impairments, increased valuation allowances and changes in unrealized gain or loss positions.

Changes in Market Interest Rates May Significantly Affect Our Profitability

Some of our products, principally traditional whole life insurance, fixed annuities and guaranteed interest contracts, expose us to the risk that changes in interest rates will reduce our investment margin or spread, or the difference between the amounts that we are required to pay under the contracts in our general account and the rate of return we are able to earn on general account investments intended to support obligations under the contracts. Our spread is a key component of our net income.

As interest rates decrease or remain at low levels, we may be forced to reinvest proceeds from investments that have matured or have been prepaid or sold at lower yields, reducing our investment margin. Moreover, borrowers may prepay or redeem the fixed income securities, commercial or agricultural mortgage loans and mortgage-backed securities in our investment portfolio with greater frequency in order to borrow at lower market rates, which exacerbates this risk. Lowering interest crediting rates can help offset decreases in investment margins on some products. However, our ability to lower these rates could be limited by competition or contractually guaranteed minimum rates and may not match the timing or magnitude of changes in asset yields. As a result, our spread could decrease or potentially become negative. Our expectation for future spreads is an important component in the amortization of DAC and value of business acquired (*VOBA*), and significantly lower spreads may cause us to accelerate amortization, thereby reducing net income in the affected reporting period. In addition, during periods of declining interest rates, life insurance and annuity products may be relatively more attractive investments to consumers, resulting in increased premium payments on products with flexible premium features, repayment of policy loans and increased persistency, or a higher percentage of insurance policies remaining in force from year to year, during a period when our new investments carry lower returns. A decline in market interest rates could also reduce our return on investments that do not support particular policy obligations. Accordingly, declining interest rates may materially affect our results of operations, financial position and cash flows and significantly reduce our profitability. We recognize that a low interest rate environment will adversely affect our earnings, but we do not believe any such impact will be material in 2011.

The sufficiency of our life insurance statutory reserves in Taiwan is highly sensitive to interest rates and other related assumptions. This is due to the sustained low interest rate environment in Taiwan coupled with long-term interest rate guarantees of approximately 6% embedded in the life and health contracts sold prior to 2003 and the lack of availability of long-duration investments in the Taiwanese capital markets to match such long-duration liabilities. The key assumptions include current Taiwan government bond yield rates increasing approximately 1% from current levels over the next ten years, lapse rates, mortality and morbidity levels remaining consistent with recent experience, and U.S. dollar-denominated investments making up to 35% of total assets backing life insurance statutory reserves. Current reserve adequacy analysis shows that provisions are adequate; *however*, adverse changes in key assumptions for interest rates, lapse experience and mortality and morbidity levels could lead to a need to strengthen reserves.

Increases in market interest rates could also negatively affect our profitability. In periods of rapidly increasing interest rates, we may not be able to replace, in a timely manner, the investments in MetLife s general account with higher yielding investments needed to fund the higher crediting rates necessary to keep interest sensitive products competitive. We, therefore, may have to accept a lower spread and, thus, lower profitability or face a decline in sales and greater loss of existing contracts and related assets. In addition, policy loans, surrenders and withdrawals may tend to increase as policyholders seek investments with higher perceived returns as interest rates rise. This process may result in cash outflows requiring that we sell investments at a time when the prices of those investments are adversely affected by the increase in market interest rates, which may result in realized investment losses. Unanticipated withdrawals and terminations may cause us to accelerate the amortization of DAC, VOBA and negative

VOBA, which reduces net income. An increase in market interest rates could also have a material adverse effect on the value of our investment portfolio, for example, by decreasing the estimated fair values of the fixed income securities that comprise a substantial portion of our investment portfolio. Lastly, an increase in interest rates could result in decreased fee income associated with a decline in the value of variable annuity account balances invested in fixed income funds.

Some of Our Investments Are Relatively Illiquid and Are in Asset Classes That Have Been Experiencing Significant Market Valuation Fluctuations

We hold certain investments that may lack liquidity, such as privately-placed fixed maturity securities; mortgage loans; policy loans and leveraged leases; equity real estate, including real estate joint ventures and funds; and other limited partnership interests. These asset classes represented 26.6% of the carrying value of our total cash and investments at December 31, 2010. In recent years, even some of our very high quality investments experienced reduced liquidity during periods of market volatility or disruption. If we require significant amounts of cash on short notice in excess of normal cash requirements or are required to post or return cash collateral in connection with our investment portfolio, derivatives transactions or securities lending program, we may have difficulty selling these investments in a timely manner, be forced to sell them for less than we otherwise would have been able to realize, or both. The reported value of our relatively illiquid types of investments, our investments in the asset classes described above and, at times, our high quality, generally liquid asset classes, do not necessarily reflect the lowest current market price for the asset. If we were forced to sell certain of our investments in the global market, there can be no assurance that we will be able to sell them for the prices at which we have recorded them and we could be forced to sell them at significantly lower prices.

Our Participation in a Securities Lending Program Subjects Us to Potential Liquidity and Other Risks

We participate in a securities lending program whereby blocks of securities, which are included in fixed maturity securities and short-term investments, are loaned to third parties, primarily brokerage firms and commercial banks. We generally obtain collateral in an amount equal to 102% of the estimated fair value of the loaned securities, which is obtained at the inception of a loan and maintained at a level greater than or equal to 100% for the duration of the loan. Returns of loaned securities by the third parties would require us to return the collateral associated with such loaned securities. In addition, in some cases, the maturity of the securities held as invested collateral (*i.e.*, securities that we have purchased with cash collateral received from the third parties) may exceed the term of the related securities on loan and the estimated fair value may fall below the amount of cash received as collateral and invested. If we are required to return significant amounts of cash collateral on short notice and we are forced to sell securities to meet the return obligation, we may have difficulty selling such collateral that is invested in securities in a timely manner, be forced to sell securities in a volatile or illiquid market for less than we otherwise would have been able to realize under normal market conditions, or both. In addition, under stressful capital market and economic conditions, liquidity broadly deteriorates, which may further restrict our ability to sell securities. If we decrease the amount of our securities lending activities over time, the amount of net investment income generated by these activities will also likely decline.

Our Requirements to Pledge Collateral or Make Payments Related to Declines in Estimated Fair Value of Specified Assets May Adversely Affect Our Liquidity and Expose Us to Counterparty Credit Risk

Some of our transactions with financial and other institutions specify the circumstances under which the parties are required to pledge collateral related to any decline in the estimated fair value of the specified assets. In addition, under the terms of some of our transactions, we may be required to make payments to our counterparties related to any decline in the estimated fair value of the specified assets. The amount of collateral we may be required to pledge and the payments we may be required to make under these agreements may increase under certain circumstances, which could adversely affect our liquidity.

Gross Unrealized Losses on Fixed Maturity and Equity Securities May Be Realized or Result in Future Impairments, Resulting in a Reduction in Our Net Income

Fixed maturity and equity securities classified as available-for-sale are reported at their estimated fair value. Unrealized gains or losses on available-for-sale securities are recognized as a component of other comprehensive income (loss) and are, therefore, excluded from net income. Our gross unrealized losses on fixed maturity and equity securities available for sale at December 31, 2010 were $6.9 billion. The portion of the $6.9 billion of gross unrealized losses for fixed maturity and equity securities where the estimated fair value has declined and remained below amortized cost or cost by 20% or more for six months or greater was $2.1 billion at December 31, 2010. The accumulated change in estimated fair value of these available-for-sale securities is recognized in net income when the gain or loss is realized upon the sale of the security or in the event that the decline in estimated fair value is determined to be other-than-temporary and an impairment charge to earnings is taken. Realized losses or impairments may have a material adverse effect on our net income in a particular quarterly or annual period.

The Determination of the Amount of Allowances and Impairments Taken on Our Investments is Highly Subjective and Could Materially Impact Our Results of Operations or Financial Position

The determination of the amount of allowances and impairments varies by investment type and is based upon our periodic evaluation and assessment of known and inherent risks associated with the respective asset class. Such evaluations and assessments are revised as conditions change and new information becomes available. We update our evaluations regularly and reflect changes in allowances and impairments in net investment losses as such evaluations are revised. Additional impairments may need to be taken or allowances provided for in the future. Furthermore, historical trends may not be indicative of future impairments or allowances.

For example, the cost of our fixed maturity and equity securities is adjusted for impairments deemed to be other-than-temporary. The assessment of whether impairments have occurred is based on our case-by-case evaluation of the underlying reasons for the decline in estimated fair value. The review of our fixed maturity and equity securities for impairments includes an analysis of the total gross unrealized losses by three categories of securities: (i) securities where the estimated fair value has declined and remained below cost or amortized cost by less than 20%; (ii) securities where the estimated fair value has declined and remained below cost or amortized cost by 20% or more for less than six months; and (iii) securities where the estimated fair value has declined and remained below cost or amortized cost by 20% or more for six months or greater.

Additionally, we consider a wide range of factors about the security issuer and use our best judgment in evaluating the cause of the decline in the estimated fair value of the security and in assessing the prospects for near term recovery. Inherent in our evaluation of the security are assumptions and estimates about the operations of the issuer and its future earnings potential. Considerations in the impairment evaluation process include, but are not limited to: (i) the length of time and the extent to which the estimated fair value has been below cost or amortized cost; (ii) the potential for impairments of securities when the issuer is experiencing significant financial difficulties; (iii) the potential for impairments in an entire industry sector or sub-sector; (iv) the potential for impairments in certain economically depressed geographic locations; (v) the potential for impairments of securities where the issuer, series of issuers or industry has suffered a catastrophic type of loss or has exhausted natural resources; (vi) with respect to fixed maturity securities, whether we have the intent to sell or will more likely than not be required to sell a particular security before recovery of the decline in estimated fair value below amortized cost; (vii) with respect to equity securities, whether we have the ability and intent to hold a particular security for a period of time sufficient to allow for the recovery of its estimated fair value to an amount at least equal to its cost; (viii) unfavorable changes in forecasted cash flows on mortgage-backed and asset-backed securities (*ABS*); and (ix) other subjective factors, including concentrations and information obtained from regulators and rating agencies.

Defaults on Our Mortgage Loans and Volatility in Performance May Adversely Affect Our Profitability

Our mortgage loans face default risk and are principally collateralized by commercial, agricultural and residential properties. We establish valuation allowances for estimated impairments at the balance sheet date. Such valuation allowances are based on the excess carrying value of the loan over the present value of expected future cash flows discounted at the loan s original effective interest rate, the estimated fair value of the loan s collateral if the loan is in the process of foreclosure or otherwise collateral dependent, or the loan s observable market price. We also establish valuation allowances for loan losses for pools of loans with similar risk characteristics, such as property types, or loans having similar loan-to-value ratios and debt service coverage ratios, when based on past experience, it is probable that a credit event has occurred and the amount of the loss can be reasonably estimated. These valuation allowances are based on loan risk characteristics, historical default rates and loss severities, real estate market fundamentals and outlook as well as other relevant factors. At December 31, 2010, mortgage loans that were either delinquent or in the process of foreclosure totaled less than 0.6% of our mortgage loan investments. The performance of our mortgage loan investments, however, may fluctuate in the future. In addition, substantially all of our mortgage loans held-for-investment have balloon payment maturities. An increase in the default rate of our mortgage loan investments could have a material adverse effect on our business, results of operations and financial condition through realized investment losses or increases in our valuation allowances.

Further, any geographic or sector concentration of our mortgage loans may have adverse effects on our investment portfolios and consequently on our results of operations or financial condition. While we seek to mitigate this risk by having a broadly diversified portfolio, events or developments that have a negative effect on any particular geographic region or sector may have a greater adverse effect on the investment portfolios to the extent that the portfolios are concentrated. Moreover, our ability to sell assets relating to such particular groups of related assets may be limited if other market participants are seeking to sell at the same time. In addition, legislative proposals that would allow or require modifications to the terms of mortgage loans could be enacted. We cannot predict whether these proposals will be adopted, or what impact, if any, such proposals or, if enacted, such laws, could have on our business or investments.

The Impairment of Other Financial Institutions Could Adversely Affect Us

We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, hedge funds and other investment funds and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, with respect to secured transactions, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to us. We also have exposure to these financial institutions in the form of unsecured debt instruments, non-redeemable and redeemable preferred securities, derivative transactions, joint venture, hedge fund and equity investments. Further, potential action by governments and regulatory bodies in response to the financial crisis affecting the global banking system and financial markets, such as investment, nationalization, conservatorship, receivership and other intervention, whether under existing legal authority or any new authority that may be created, could negatively impact these instruments, securities, transactions and investments. There can be no assurance that any such losses or impairments to the carrying value of these investments would not materially and adversely affect our business and results of operations.

We Face Unforeseen Liabilities, Asset Impairments or Rating Actions Arising from Acquisitions, Including ALICO, and Dispositions of Businesses or Difficulties Integrating and Managing Growth of Such Businesses

We have engaged in dispositions and acquisitions of businesses in the past, and expect to continue to do so in the future. Acquisition and disposition activity exposes us to a number of risks.

There could be unforeseen liabilities or asset impairments, including goodwill impairments, that arise in connection with the businesses that we may sell or the businesses that we may acquire in the future.

In addition, there may be liabilities or asset impairments that we fail, or are unable, to discover in the course of performing due diligence investigations on each business that we have acquired or may acquire. Furthermore, even for obligations and liabilities that we do discover during the due diligence process, neither the valuation adjustment nor the contractual protections we negotiate may be sufficient to fully protect us from losses. For example, in connection with the acquisition of ALICO, we may be exposed to obligations and liabilities of ALICO that are not adequately covered, in amount, scope or duration, by the indemnification provisions in the Stock Purchase Agreement or reflected or reserved for in ALICO s historical financial statements. Although we have rights to indemnification from the Selling Securityholder under the Stock Purchase Agreement for certain losses, our rights are limited by survival periods for bringing claims and monetary limitations on the amount we may recover, and we cannot be certain that indemnification will be, among other things, collectible or sufficient in amount, scope or duration to fully offset any loss we may suffer. We are indemnified under the Stock Purchase Agreement for various tax matters, including U.S.

federal income taxes attributable to periods during which the ALICO business was included in AIG s consolidated federal income tax return. We cannot be certain that any such indemnification will ultimately be fully collectible.

Furthermore, the use of our own funds as consideration in any acquisition would consume capital resources that would no longer be available for other corporate purposes. We also may not be able to raise sufficient funds to consummate an acquisition if, for example, we are unable to sell our securities or close related bridge credit facilities. Moreover, as a result of uncertainty and risks associated with potential acquisitions and dispositions of

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businesses, rating agencies may take certain actions with respect to the ratings assigned to MetLife, Inc. and/or its subsidiaries.

Our ability to achieve certain benefits we anticipate from any acquisitions of businesses will depend in large part upon our ability to successfully integrate such businesses in an efficient and effective manner. We may not be able to integrate such businesses smoothly or successfully, and the process may take longer than expected. The integration of operations and differences in operational culture may require the dedication of significant management resources, which may distract management s attention from day-to-day business. If we are unable to successfully integrate the operations of such acquired businesses, we may be unable to realize the benefits we expect to achieve as a result of such acquisitions and our business and results of operations may be less than expected.

The success with which we are able to integrate acquired operations, will depend on our ability to manage a variety of issues, including the following:

Loss of key personnel or higher than expected employee attrition rates could adversely affect the performance of the acquired business and our ability to integrate it successfully.

Customers of the acquired business may reduce, delay or defer decisions concerning their use of its products and services as a result of the acquisition or uncertainty related to the consummation of the acquisition, including, for example, potential unfamiliarity with the MetLife brand in regions where MetLife did not have a market presence prior to the acquisition.

If the acquired business relies upon independent distributors to distribute its products, these distributors may not continue to generate the same volume of business for MetLife after the acquisition. Independent distributors may reexamine the scope of their relationship with the acquired business or MetLife as a result of the acquisition and decide to curtail or eliminate distribution of our products.

Integrating acquired operations with our existing operations may require us to coordinate geographically separated organizations, address possible differences in corporate culture and management philosophies, merge financial processes and risk and compliance procedures, combine separate information technology platforms and integrate operations that were previously closely tied to the former parent of the acquired business or other service providers.

In cases where we or an acquired business operates in certain markets through joint ventures, the acquisition may affect the continued success and prospects of the joint venture. Our ability to exercise management control or influence over these joint venture operations and our investment in them will depend on the continued cooperation between the joint venture participants and on the terms of the joint venture agreements, which allocate control among the joint venture participants. We may face financial or other exposure in the event that any of these joint venture partners fail to meet their obligations under the joint venture, encounter financial difficulty or elect to alter, modify or terminate the relationship.

We may incur significant costs in connection with any acquisition and the related integration. The costs and liabilities actually incurred in connection with an acquisition and subsequent integration process may exceed those anticipated.

All of these challenges are present in our integration of ALICO, which we expect to extend over a substantial period.

The prospects of our business also may be materially and adversely affected if we are not able to manage the growth of any acquired business successfully. For example, the life insurance markets in many of the international markets in which ALICO operates have experienced significant growth in recent years. Management of ALICO s growth to date has required significant management and operational resources and is likely to continue to do so. Future growth of our combined business will require, among other things, the continued development of adequate underwriting and claim handling capabilities and skills, sufficient capital base, increased marketing and sales activities, and the hiring and training of new personnel.

There can be no assurance that we will be successful in managing future growth of any acquired business, including ALICO. In particular, there may be difficulties in hiring and training sufficient numbers of customer service personnel and agents to keep pace with any future growth in the number of customers in our developing or developed markets. In addition, we may experience difficulties in upgrading, developing and expanding information technology systems quickly enough to accommodate any future growth. If we are unable to manage future growth, our prospects may be materially and adversely affected.

There Can Be No Assurance That the Closing Agreement American Life Entered Into With the IRS Will Achieve Its Intended Effect, or That American Life Will Be Able to Comply with the Related Agreed Upon Plan

On March 4, 2010, American Life entered into a closing agreement with the Commissioner of the IRS with respect to a U.S. withholding tax issue arising from payments by foreign branches of a life insurance company incorporated under U.S. law. IRS Revenue Ruling 2004-75, effective January 1, 2005, requires foreign branches of U.S. life insurance companies in certain circumstances to withhold U.S. income taxes on payments of taxable income made with respect to certain insurance and annuity products paid to customers resident in a foreign country. The closing agreement provides transitional relief under Section 7805(b) of the U.S. Internal Revenue Code of 1986, as amended (the *Code*), to American Life, such that American Life s foreign branches will not be required to withhold U.S. income tax on the income portion of payments made pursuant to American Life s life insurance and annuity contracts (*Covered Payments*) under IRS Revenue Ruling 2004-75 for any tax periods beginning on January 1, 2005 and ending on December 31, 2013 (the *Deferral Period*). In accordance with the closing agreement, American Life submitted a plan to the IRS indicating the steps American Life will take (on a country by country basis) to ensure that no substantial amount of U.S. withholding tax will arise from Covered Payments made by American Life s foreign branches to foreign customers after the Deferral Period. In addition, the closing agreement requires that such plan be updated in quarterly filings with the IRS. The closing agreement is final and binding upon American Life and the IRS; provided, however, that the agreement can be reopened in the event of malfeasance, fraud or a misrepresentation of a material fact, and is subject to change of law risk that occurs after the effective date of the closing agreement (with certain exceptions). In addition, the closing agreement provides that no legislative amendment to Section 861(a)(1)(A) of the Code shall shorten the Deferral Period, regardless of when such amendment is enacted. The plan American Life delivered to the IRS involves the transfer of businesses from certain of the foreign branches of American Life to one or more existing or newly-formed foreign affiliates of American Life; however, the plan is subject to change pursuant to the quarterly updates that American Life will provide to the IRS. An estimate of the costs to comply with the plan has been recorded in the financial statements. Also the achievement of the plan presented to the IRS within the required time frame of December 31, 2013 is contingent upon regulatory approvals and other requirements. Failure to achieve the plan in a timely manner could cause American Life to be required to withhold U.S. income taxes on the taxable portion of payments made by American Life s foreign branches after December 31, 2013 to customers resident in a foreign country, which could put American Life at a competitive disadvantage with its competitors that sell similar products through foreign entities and could have a material adverse effect on American Life s future revenues or expenses or both.

There Can Be No Assurance That Any Incremental Tax Benefit Will Result From the Currently Planned Elections Under Section 338 of the Code

MetLife, Inc. currently plans to make Section 338 Elections with respect to ALICO and certain of its subsidiaries, and MetLife, Inc. believes that ALICO and such subsidiaries should have additional amortizable basis in their assets for U.S. tax purposes as a result of such elections. No assurance can be given, however, as to the incremental tax benefit, if any, that will result from any such elections if made.

To the Extent MetLife, Inc. Does Not Repurchase All of the Series B Preferred Stock, If MetLife, Inc. s Stockholders Do Not Vote to Approve the Conversion of the Series B Preferred Stock Into Common Stock, MetLife, Inc. Will Be Required to Pay Up To Approximately $300 Million to the Selling Securityholder

The Selling Securityholder received the shares of the Series B Preferred Stock upon completion of the Acquisition. Each share of Series B Preferred Stock will convert into 10 shares of MetLife, Inc. s common stock (subject to anti-dilution adjustments) if conversion is approved by MetLife, Inc. s common stockholders. If MetLife, Inc. fails to obtain such approval prior to the first anniversary of the closing of the Acquisition, November 1, 2011, MetLife, Inc. will be required to pay up to approximately $300 million to the Selling Securityholder, assuming no purchase price adjustments, and, upon request, register the Series B Preferred Stock for sale by the Selling Securityholder in a public offering and list the Series B Preferred Stock on the NYSE.

Fluctuations in Foreign Currency Exchange Rates Could Negatively Affect Our Profitability

We are exposed to risks associated with fluctuations in foreign currency exchange rates against the U.S. dollar resulting from our holdings of non-U.S. dollar denominated investments, investments in foreign subsidiaries and net income from foreign operations and issuance of non-U.S. dollar denominated instruments, including guaranteed interest contracts and funding agreements. These risks relate to potential decreases in estimated fair value and income resulting from a strengthening or weakening in foreign exchange rates versus the U.S. dollar. In general, the weakening of foreign currencies versus the U.S. dollar will adversely affect the estimated fair value of our non-U.S. dollar denominated investments, our investments in foreign subsidiaries, and our net income from foreign operations. Although we use foreign currency swaps and forward contracts to mitigate foreign currency exchange rate risk, we cannot provide assurance that these methods will be effective or that our counterparties will perform their obligations.

From time to time, various emerging market countries have experienced severe economic and financial disruptions, including significant devaluations of their currencies. Our exposure to foreign exchange rate risk is exacerbated by our investments in certain emerging markets.

Historically, we have matched substantially all of our foreign currency liabilities in our foreign subsidiaries with investments denominated in their respective foreign currency, which limits the effect of currency exchange rate fluctuation on local operating results; however, fluctuations in such rates affect the translation of these results into our U.S. dollar basis consolidated financial statements. Although we take certain actions to address this risk, foreign currency exchange rate fluctuation could materially adversely affect our reported results due to unhedged positions or the failure of hedges to effectively offset the impact of the foreign currency exchange rate fluctuation.

The Acquisition has increased our exposure to risks associated with fluctuations in foreign currency exchange rates against the U.S. dollar and increased our exposure to emerging markets. Fluctuations in the yen/ U.S. dollar exchange rate can have a significant effect on our reported financial position and results of operations because ALICO has substantial operations in Japan and a significant portion of its premiums and investment income are received in yen. Claims and expenses are also paid in yen and ALICO primarily purchases yen-denominated assets to support yen-denominated policy liabilities. These and other yen-denominated financial statement items are, however, translated into U.S. dollars for financial reporting purposes. Accordingly, fluctuations in the yen/U.S. dollar exchange rate can have a significant effect on our reported financial position and results of operations.

Due to our significant international operations, during periods when any foreign currency in which we derive our revenues (such as the Japanese yen) weakens, translating amounts expressed in that currency into U.S. dollars causes fewer U.S. dollars to be reported. When the relevant foreign currency strengthens, translating such currency into U.S. dollars causes more U.S. dollars to be reported. Between September 30, 2010 and December 31, 2010, the Japanese yen has strengthened against the U.S. dollar, which fluctuated from a low point of ¥80.40 to the U.S. dollar on October 29, 2010 to a high point of ¥84.26 to the U.S. dollar on November 29, 2010, which has been somewhat offset by the weakening of the euro, which fluctuated from a high point of 0.7702 euro to the U.S. dollar on November 30, 2010, to 0.7039 euro to the U.S. dollar on November 4, 2010. Any unrealized foreign currency translation adjustments are reported in accumulated other comprehensive income (loss). The weakening of a foreign currency relative to the U.S. dollar will generally adversely affect the value of investments in U.S. dollar terms and reduce the level of reserves denominated in that currency.

Our International Operations Face Political, Legal, Operational and Other Risks, Including Exposure to Local and Regional Economic Conditions, That Could Negatively Affect Those Operations or Our Profitability

Our international operations face political, legal, operational and other risks that we do not face in our domestic operations. We face the risk of discriminatory regulation, nationalization or expropriation of assets, price controls and exchange controls or other restrictions that prevent us from transferring funds from these operations out of the countries in which they operate or converting local currencies we hold into U.S. dollars or other currencies. Some of our foreign insurance operations are, and are likely to continue to be, in emerging markets where these risks are heightened. In addition, we rely on local sales forces in these countries and may encounter labor problems resulting from workers   associations and trade unions in some countries. In several countries, including Japan, China and India we operate with local business partners with the resulting risk of managing partner relationships to the business objectives. If our business model is not successful in a particular country, we may lose all or most of our investment in building and training the sales force in that country.

We are expanding our international operations in certain markets where we operate and in selected new markets. This may require considerable management time, as well as start-up expenses for market development before any significant revenues and earnings are generated. Operations in new foreign markets may achieve low margins or may be unprofitable, and expansion in existing markets may be affected by local economic and market conditions. Therefore, as we expand internationally, we may not achieve expected operating margins and our results of operations may be negatively impacted.

In addition, in recent years, the operating environment in Argentina has been very challenging. In Argentina, we were formerly principally engaged in the pension business. In December 2008, the Argentine government nationalized private pensions and seized the pension funds investments, eliminating the private pensions business in Argentina. As a result, we have experienced and will continue to experience reductions in the operation s revenues and cash flows. The Argentine government now controls all assets which previously were managed by our Argentine pension operations. Further governmental or legal actions related to our operations in Argentina could negatively impact our operations in Argentina and result in future losses.

We have market presence in over 60 different countries, and increased exposure to risks posed by local and regional economic conditions. Europe has recently experienced a deep recession and countries such as Italy, Spain, Portugal and, in particular, Greece and Ireland, have been particularly affected by the recession, resulting in increased national debts and depressed economic activity. We have significant operations and investments in these countries which could be adversely affected by economic developments such as higher taxes, growing inflation, decreasing government spending, rising unemployment and currency instability.

In addition to fluctuations in the yen/U.S. dollar exchange rate discussed above, we face increased exposure to the Japanese markets as a result of ALICO s considerable presence there. Deterioration in Japan s economic recovery could have an adverse effect on our results of operations and financial condition.

We also have operations in the Middle East where the legal and political systems and regulatory frameworks are subject to instability and disruptions. Lack of legal certainty and stability in the region exposes our operations to increased risk of disruption and to adverse or unpredictable actions by regulators and may make it more difficult for us to enforce our contracts, which may negatively impact our business in this region. *See* also Changes in Market Interest Rates May Significantly Affect Our Profitability regarding the impact of low interest rates on our Taiwanese operations.

As a Holding Company, MetLife, Inc. Depends on the Ability of Its Subsidiaries to Transfer Funds to It to Meet Its Obligations and Pay Dividends

MetLife, Inc. is a holding company for its insurance and financial subsidiaries and does not have any significant operations of its own. Dividends from its subsidiaries and permitted payments to it under its tax sharing arrangements with its subsidiaries are its principal sources of cash to meet its obligations and to pay preferred and common stock dividends. If the cash MetLife, Inc. receives from its subsidiaries is insufficient for it to fund its debt service and other holding company obligations, MetLife, Inc. may be required to raise cash through the incurrence of debt, the issuance of additional equity or the sale of assets.

The payment of dividends and other distributions to MetLife, Inc. by its insurance subsidiaries is regulated by insurance laws and regulations. In general, dividends in excess of prescribed limits require insurance regulatory approval. In addition, insurance regulators may prohibit the payment of dividends or other payments by its insurance subsidiaries to MetLife, Inc. if they determine that the payment could be adverse to our policyholders or contractholders. The payment of dividends and other distributions by insurance companies is also influenced by business conditions and rating agency considerations. The ability of MetLife Bank to pay dividends is also subject to regulation by the OCC.

Any payment of interest, dividends, distributions, loans or advances by our foreign subsidiaries and branches to MetLife, Inc. could be subject to taxation or other restrictions on dividends or repatriation of earnings under applicable law, monetary transfer restrictions and foreign currency exchange regulations in the jurisdiction in which such foreign subsidiaries operate. *See* Our International Operations Face Political, Legal, Operational and Other Risks, Including Exposure to Local and Regional Economic Conditions, That Could Negatively Affect Those Operations or Our Profitability.

A Downgrade or a Potential Downgrade in Our Financial Strength or Credit Ratings Could Result in a Loss of Business and Materially Adversely Affect Our Financial Condition and Results of Operations

Financial strength ratings, which various Nationally Recognized Statistical Rating Organizations (*NRSRO*) publish as indicators of an insurance company s ability to meet contractholder and policyholder obligations, are important to maintaining public confidence in our products, our ability to market our products and our competitive position.

Downgrades in our financial strength ratings could have a material adverse effect on our financial condition and results of operations in many ways, including:

- reducing new sales of insurance products, annuities and other investment products;
- adversely affecting our relationships with our sales force and independent sales intermediaries;
- materially increasing the number or amount of policy surrenders and withdrawals by contractholders and policyholders;
- requiring us to reduce prices for many of our products and services to remain competitive; and
- adversely affecting our ability to obtain reinsurance at reasonable prices or at all.

In addition to the financial strength ratings of our insurance subsidiaries, various NRSROs also publish credit ratings for MetLife, Inc. and several of its subsidiaries. Credit ratings are indicators of a debt issuer s ability to meet the terms of debt obligations in a timely manner and are important factors in our overall funding profile and ability to access certain types of liquidity. Downgrades in our credit ratings could have a material adverse effect on our financial condition and results of operations in many ways, including adversely limiting our access to capital markets, potentially increasing the cost of debt, and requiring us to post collateral. For example, with respect to derivative transactions with credit ratings downgrade triggers, a one-notch downgrade would have increased our derivative collateral requirements by $99 million at December 31, 2010. Also, $375 million of liabilities associated with funding agreements and other capital market products were subject to credit ratings downgrade triggers that permit early termination subject to a notice period of 90 days.

In view of the difficulties experienced during 2008 and 2009 by many financial institutions, including our competitors in the insurance industry, we believe it is possible that the NRSROs will continue to heighten the level of scrutiny that they apply to such institutions, will continue to increase the frequency and scope of their credit reviews, will continue to request additional information from the companies that they rate, and may adjust upward the capital and other requirements employed in the NRSRO models for maintenance of certain ratings levels. Rating agencies use an outlook statement of positive, stable, negative or developing to indicate a medium- or long-term trend in credit fundamentals which, if continued, may lead to a ratings change. A rating may have a stable outlook to indicate that the rating is not expected to change; however, a stable rating does not preclude a rating agency from changing a rating at any time, without notice. Certain rating agencies assign rating modifiers such as CreditWatch or Under Review to indicate their opinion regarding the potential direction of a rating. These ratings modifiers are generally assigned in connection with certain events such as potential mergers and acquisitions, or material changes in a company s results, in order for the rating agencies to perform their analyses to fully determine the rating implications of the event. Certain rating agencies have recently implemented rating actions, including downgrades, outlook changes and modifiers, for MetLife, Inc. s and certain of its subsidiaries insurer financial strength and credit ratings.

Based on the announcement in February 2010 that MetLife was in discussions to acquire ALICO, in February 2010, S&P and A.M. Best placed the ratings of MetLife, Inc. and its subsidiaries on CreditWatch with negative implications and under review with negative implications, respectively. Also in connection with the announcement, in March 2010, Moody s changed the ratings outlook of MetLife, Inc. and its subsidiaries from stable to negative outlook. Upon completion of the public financing transactions related to the Acquisition, in August

2010, S&P affirmed the ratings of MetLife, Inc. and subsidiaries with a negative outlook, and removed them from CreditWatch. On November 1, 2010, upon closing of the Acquisition, S&P changed the rating outlook of ALICO to positive from negative and affirmed its financial strength rating; the ratings of MetLife, Inc. and its other subsidiaries were unaffected by this ratings action. Also on November 1, 2010, Fitch Ratings upgraded by one notch (and changed the rating outlook from Rating Watch Positive to stable) the financial strength rating of American Life and affirmed all existing ratings for MetLife, Inc. and its other subsidiaries. On November 4, 2010, A.M. Best upgraded by one notch the financial strength rating of American Life and changed the rating outlook from under review with positive implications to negative. A.M. Best also changed the outlook for MetLife, Inc. and certain of its other subsidiaries to negative from under review with negative implications. Effective as of January 2011, MetLife withdrew the American Life financial strength ratings by A.M. Best and Fitch Ratings as once it became a subsidiary of MetLife it was not deemed necessary to maintain stand-alone ratings.

On July 1, 2010, Moody s published revised guidance called Revisions to Moody s Hybrid Tool Kit (the *Guidance*) for assigning equity credit to so-called hybrid securities, i.e., securities with both debt and equity characteristics (*Hybrids*). Moody s evaluates Hybrids using certain specified criteria and then places each such security into a basket, with a specific percentage of debt and equity being associated with each basket, which is then used to adjust full sets of financial statements for purposes of, among other things, calculating the issuing company s financial leverage. Under the Guidance, Hybrids are one element that Moody s considers within the context of an issuer s overall credit profile. As of December 31, 2010, we have approximately $11.1 billion of Hybrids outstanding, which includes approximately $6.2 billion of debt securities and $4.9 billion of equity securities. Application of the Guidance has resulted in Moody s significantly reducing the amount of equity credit it assigns to these securities, including the common equity units issued to the Selling Securityholder in connection with the Acquisition. We do not expect at this time, as a result of the Guidance, that a reduction in Moody s equity treatment of our Hybrids, including the common equity units, would result in any material negative impact on MetLife, Inc. s credit rating or the financial strength ratings of its insurance company subsidiaries. However, if we decided to increase our adjusted capital as a result of the application of the Guidance, we may seek to (i) issue additional common equity or higher equity content Hybrids satisfying the Guidance s revised rating criteria, and/or (ii) redeem, repurchase or restructure existing Hybrids. Any sale of additional common equity would have a dilutive effect on our common stockholders.

We cannot predict what actions rating agencies may take, or what actions we may take in response to the actions of rating agencies, which could adversely affect our business. As with other companies in the financial services industry, our ratings could be downgraded at any time and without any notice by any NRSRO.

An Inability to Access Our Credit Facilities Could Result in a Reduction in Our Liquidity and Lead to Downgrades in Our Credit and Financial Strength Ratings

In October 2010, we entered into two senior unsecured credit facilities: a three-year $3 billion facility and a 364-day $1 billion facility. We also have other facilities which we enter into in the ordinary course of business.

We rely on our credit facilities as a potential source of liquidity. The availability of these facilities could be critical to our credit and financial strength ratings and our ability to meet our obligations as they come due in a market when alternative sources of credit are tight. The credit facilities contain certain administrative, reporting, legal and financial covenants. We must comply with covenants under our credit facilities, including a requirement to maintain a specified minimum consolidated net worth.

Our right to make borrowings under these facilities is subject to the fulfillment of certain important conditions, including our compliance with all covenants, and our ability to borrow under these facilities is also subject to the continued willingness and ability of the lenders that are parties to the facilities to provide funds. Our failure to comply with the covenants in the credit facilities or fulfill the conditions to borrowings, or the failure of lenders to fund their lending commitments (whether due to insolvency, illiquidity or other reasons) in the amounts provided for under the terms of the facilities, would restrict our ability to access these credit facilities when needed and, consequently, could have a material adverse effect on our financial condition and results of operations.

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Defaults, Downgrades or Other Events Impairing the Carrying Value of Our Fixed Maturity or Equity Securities Portfolio May Reduce Our Earnings

We are subject to the risk that the issuers, or guarantors, of fixed maturity securities we own may default on principal and interest payments they owe us. We are also subject to the risk that the underlying collateral within loan-backed securities, including mortgage-backed securities, may default on principal and interest payments causing an adverse change in cash flows. Fixed maturity securities represent a significant portion of our investment portfolio. The occurrence of a major economic downturn, acts of corporate malfeasance, widening risk spreads, or other events that adversely affect the issuers, guarantors or underlying collateral of these securities could cause the estimated fair value of our fixed maturity securities portfolio and our earnings to decline and the default rate of the fixed maturity securities in our investment portfolio to increase. A ratings downgrade affecting issuers or guarantors of particular securities, or similar trends that could worsen the credit quality of issuers, such as the corporate issuers of securities in our investment portfolio, could also have a similar effect. With economic uncertainty, credit quality of issuers or guarantors could be adversely affected. Similarly, a ratings downgrade affecting a security we hold could indicate the credit quality of that security has deteriorated and could increase the capital we must hold to support that security to maintain our RBC levels. Any event reducing the estimated fair value of these securities other than on a temporary basis could have a material adverse effect on our business, results of operations and financial condition. Levels of writedowns or impairments are impacted by our assessment of intent to sell, or whether it is more likely than not that we will be required to sell, fixed maturity securities and the intent and ability to hold equity securities which have declined in value until recovery. If we determine to reposition or realign portions of the portfolio so as not to hold certain equity securities, or intend to sell or determine that it is more likely than not that we will be required to sell, certain fixed maturity securities in an unrealized loss position prior to recovery, then we will incur an other-than-temporary impairment charge in the period that the decision was made not to hold the equity security to recovery, or to sell, or the determination was made it is more likely than not that we will be required to sell the fixed maturity security.

Our Risk Management Policies and Procedures May Leave Us Exposed to Unidentified or Unanticipated Risk, Which Could Negatively Affect Our Business

Management of risk requires, among other things, policies and procedures to record properly and verify a large number of transactions and events. We have devoted significant resources to develop our risk management policies and procedures and expect to continue to do so in the future. Nonetheless, our policies and procedures may not be comprehensive. Many of our methods for managing risk and exposures are based upon the use of observed historical market behavior or statistics based on historical models. As a result, these methods may not fully predict future exposures, which can be significantly greater than our historical measures indicate. Other risk management methods depend upon the evaluation of information regarding markets, clients, catastrophe occurrence or other matters that is publicly available or otherwise accessible to us. This information may not always be accurate, complete, up-to-date or properly evaluated.

Reinsurance May Not Be Available, Affordable or Adequate to Protect Us Against Losses

As part of our overall risk management strategy, we purchase reinsurance for certain risks underwritten by our various business segments. While reinsurance agreements generally bind the reinsurer for the life of the business reinsured at generally fixed pricing, market conditions beyond our control determine the availability and cost of the reinsurance protection for new business. In certain circumstances, the price of reinsurance for business already reinsured may also increase. Any decrease in the amount of reinsurance will increase our risk of loss and any increase in the cost of reinsurance will, absent a decrease in the amount of reinsurance, reduce our earnings. Accordingly, we may be forced to incur additional expenses for reinsurance or may not be able to obtain sufficient reinsurance on acceptable terms, which could adversely affect our ability to write future business or result in the assumption of more risk with respect to those policies we issue.

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If the Counterparties to Our Reinsurance or Indemnification Arrangements or to the Derivative Instruments We Use to Hedge Our Business Risks Default or Fail to Perform, We May Be Exposed to Risks We Had Sought to Mitigate, Which Could Materially Adversely Affect Our Financial Condition and Results of Operations

We use reinsurance, indemnification and derivative instruments to mitigate our risks in various circumstances. In general, reinsurance does not relieve us of our direct liability to our policyholders, even when the reinsurer is liable to us. Accordingly, we bear credit risk with respect to our reinsurers and indemnitors. We cannot provide assurance that our reinsurers will pay the reinsurance recoverables owed to us or that indemnitors will honor their obligations now or in the future or that they will pay these recoverables on a timely basis. A reinsurer s or indemnitor s insolvency, inability or unwillingness to make payments under the terms of reinsurance agreements or indemnity agreements with us could have a material adverse effect on our financial condition and results of operations.

In addition, we use derivative instruments to hedge various business risks. We enter into a variety of derivative instruments, including options, forwards, interest rate, credit default and currency swaps with a number of counterparties. If our counterparties fail or refuse to honor their obligations under these derivative instruments, our hedges of the related risk will be ineffective. This is a more pronounced risk to us in view of the stresses suffered by financial institutions over the past few years. Such failure could have a material adverse effect on our financial condition and results of operations.

Differences Between Actual Claims Experience and Underwriting and Reserving Assumptions May Adversely Affect Our Financial Results

Our earnings significantly depend upon the extent to which our actual claims experience is consistent with the assumptions we use in setting prices for our products and establishing liabilities for future policy benefits and claims. Our liabilities for future policy benefits and claims are established based on estimates by actuaries of how much we will need to pay for future benefits and claims. For life insurance and annuity products, we calculate these liabilities based on many assumptions and estimates, including estimated premiums to be received over the assumed life of the policy, the timing of the event covered by the insurance policy, the amount of benefits or claims to be paid and the investment returns on the investments we make with the premiums we receive. We establish liabilities for property and casualty claims and benefits based on assumptions and estimates of damages and liabilities incurred. To the extent that actual claims experience is less favorable than the underlying assumptions we used in establishing such liabilities, we could be required to increase our liabilities.

Due to the nature of the underlying risks and the high degree of uncertainty associated with the determination of liabilities for future policy benefits and claims, we cannot determine precisely the amounts which we will ultimately pay to settle our liabilities. Such amounts may vary from the estimated amounts, particularly when those payments may not occur until well into the future. We evaluate our liabilities periodically based on accounting requirements, which change from time to time, the assumptions used to establish the liabilities, as well as our actual experience. We charge or credit changes in our liabilities to expenses in the period the liabilities are established or re-estimated. If the liabilities originally established for future benefit payments prove inadequate, we must increase them. Such increases could affect earnings negatively and have a material adverse effect on our business, results of operations and financial condition.

Catastrophes May Adversely Impact Liabilities for Policyholder Claims and Reinsurance Availability

Our life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths. Significant influenza pandemics have occurred three times in the last century, but neither the likelihood, timing, nor the severity of a future pandemic can be predicted. A significant pandemic could have a major impact on the global economy or the economies of particular countries or regions, including travel, trade, tourism, the health system, food supply, consumption, overall economic output and, eventually, on the financial markets. In addition, a pandemic that affected our employees or the employees of our distributors or of other companies with which we do business could disrupt our business operations. The effectiveness of external parties, including governmental and non-governmental organizations, in combating the spread and severity of such a pandemic could have a material impact on the losses experienced by us. In our group insurance operations, a localized event that affects the workplace of one or more of our group insurance customers could cause a significant loss due to mortality or morbidity claims. These events could cause a material adverse effect on our results of operations in any period and, depending on their severity, could also materially and adversely affect our financial condition.

Our Auto & Home business has experienced, and will likely in the future experience, catastrophe losses that may have a material adverse impact on the business, results of operations and financial condition of the Auto & Home segment. Although Auto & Home makes every effort to manage our exposure to catastrophic risks through volatility management and reinsurance programs, these efforts do not eliminate all risk. Catastrophes can be caused by various events, including hurricanes, windstorms, earthquakes, hail, tornadoes, explosions, severe winter weather (including snow, freezing water, ice storms and blizzards), fires and man-made events such as terrorist attacks. Historically, substantially all of our catastrophe-related claims have related to homeowners coverages. However, catastrophes may also affect other Auto & Home coverages. Due to their nature, we cannot predict the incidence, timing and severity of catastrophes. In addition, changing climate conditions, primarily rising global temperatures, may be increasing, or may in the future increase, the frequency and severity of natural catastrophes such as hurricanes.

Hurricanes and earthquakes are of particular note for our homeowners coverages. Areas of major hurricane exposure include coastal sections of the northeastern United States (including lower New York, Connecticut, Rhode Island and Massachusetts), the Gulf Coast (including Alabama, Mississippi, Louisiana and Texas) and Florida. We also have some earthquake exposure, primarily along the New Madrid fault line in the central United States and in the Pacific Northwest.

The extent of losses from a catastrophe is a function of both the total amount of insured exposure in the area affected by the event and the severity of the event. Most catastrophes are restricted to small geographic areas; however, hurricanes, earthquakes and man-made catastrophes may produce significant damage or loss of life in larger areas, especially those that are heavily populated. Claims resulting from natural or man-made catastrophic events could cause substantial volatility in our financial results for any fiscal quarter or year and could materially reduce our profitability or harm our financial condition. Also, catastrophic events could harm the financial condition of our reinsurers and thereby increase the probability of default on reinsurance recoveries. Our ability to write new business could also be affected. It is possible that increases in the value, caused by the effects of inflation or other factors, and geographic concentration of insured property, could increase the severity of claims from catastrophic events in the future.

Most of the jurisdictions in which our insurance subsidiaries are admitted to transact business require life and property and casualty insurers doing business within the jurisdiction to participate in guaranty associations, which are organized to pay contractual benefits owed pursuant to insurance policies issued by impaired, insolvent or failed insurers. These associations levy assessments, up to prescribed limits, on all member insurers in a particular state on the basis of the proportionate share of the premiums written by member insurers in the lines of business in which the impaired, insolvent or failed insurer is engaged. In addition, certain states have government owned or controlled organizations providing life and property and casualty insurance to their citizens. The activities of such organizations could also place additional stress on the adequacy of guaranty fund assessments. Many of these organizations also have the power to levy assessments similar to those of the guaranty associations described above. Some states permit member insurers to recover assessments paid through full or partial premium tax offsets.

While in the past five years, the aggregate assessments levied against MetLife, Inc. s insurance subsidiaries have not been material, it is possible that a large catastrophic event could render such guaranty funds inadequate and we may be called upon to contribute additional amounts, which may have a material impact on our financial condition or results of operations in a particular period. We have established liabilities for guaranty fund assessments that we consider adequate for assessments with respect to insurers that are currently subject to insolvency proceedings, but additional liabilities may be necessary.

Consistent with industry practice and accounting standards, we establish liabilities for claims arising from a catastrophe only after assessing the probable losses arising from the event. We cannot be certain that the liabilities we have established will be adequate to cover actual claim liabilities. From time to time, states have passed legislation that has the effect of limiting the ability of insurers to manage risk, such as legislation restricting an insurer s ability to withdraw from catastrophe-prone areas. While we attempt to limit our exposure to acceptable levels, subject to restrictions imposed by insurance regulatory authorities, a catastrophic event or multiple catastrophic events could have a material adverse effect on our business, results of operations and financial condition.

Our ability to manage this risk and the profitability of our property and casualty and life insurance businesses depends in part on our ability to obtain catastrophe reinsurance, which may not be available at commercially acceptable rates in the future. *See* Reinsurance May Not Be Available, Affordable or Adequate to Protect Us Against Losses.

Our Statutory Reserve Financings May Be Subject to Cost Increases and New Financings May Be Subject to Limited Market Capacity

To support statutory reserves for several products, including, but not limited to, our level premium term life and universal life with secondary guarantees and MLIC s closed block, we currently utilize capital markets solutions for financing a portion of our statutory reserve requirements. While we have financing facilities in place for our previously written business and have remaining capacity in existing facilities to support writings through the end of 2010 or later, certain of these facilities are subject to cost increases upon the occurrence of specified ratings downgrades of MetLife or are subject to periodic repricing. Any resulting cost increases could negatively impact our financial results.

Future capacity for these statutory reserve funding structures in the marketplace is not guaranteed. If capacity becomes unavailable for a prolonged period of time, hindering our ability to obtain funding for these new structures, our ability to write additional business in a cost effective manner may be impacted.

Competitive Factors May Adversely Affect Our Market Share and Profitability

Our segments are subject to intense competition. We believe that this competition is based on a number of factors, including service, product features, scale, price, financial strength, claims-paying ratings, credit ratings, e-business capabilities and name recognition. We compete with a large number of other insurers, as well as non-insurance financial services companies, such as banks, broker-dealers and asset managers, for individual consumers, employers and other group customers and agents and other distributors of insurance and investment products. Some of these companies offer a broader array of products, have more competitive pricing or more attractive features in their products or, with respect to other insurers, have higher claims paying ability ratings. Some may also have greater financial resources with which to compete. National banks, which may sell annuity products of life insurers in some circumstances, also have pre-existing customer bases for financial services products. Many of our group insurance products are underwritten annually, and, accordingly, there is a risk that group purchasers may be able to obtain more favorable terms from competitors rather than renewing coverage with us. The effect of competition may, as a result, adversely affect the persistency of these and other products, as well as our ability to sell products in the future.

In addition, the investment management and securities brokerage businesses have relatively few barriers to entry and continually attract new entrants.

Finally, the new requirements imposed on the financial industry by Dodd-Frank could similarly have differential effects. *See* Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth.

Industry Trends Could Adversely Affect the Profitability of Our Businesses

Our segments continue to be influenced by a variety of trends that affect the insurance industry, including competition with respect to product features, price, distribution capability, customer service and information technology. The impact on our business and on the life insurance industry generally of the volatility and instability of the financial markets is difficult to predict, and our business plans, financial condition and results of operations may be negatively impacted or affected in other unexpected ways. In addition, the life insurance industry is subject to state regulation, and, as complex products are introduced, regulators may refine capital requirements and introduce new reserving standards. Dodd-Frank, Basel III and the market environment in general may also lead to changes in regulation that may benefit or disadvantage us relative to some of our competitors. *See* Our Insurance, Brokerage and Banking Businesses Are Heavily Regulated, and Changes in Regulation May Reduce Our Profitability and Limit Our Growth and Competitive Factors May Adversely Affect Our Market Share and Profitability.

Consolidation of Distributors of Insurance Products May Adversely Affect the Insurance Industry and the Profitability of Our Business

The insurance industry distributes many of its individual products through other financial institutions such as banks and broker-dealers. An increase in bank and broker-dealer consolidation activity may negatively impact the industry s sales, and such consolidation could increase competition for access to distributors, result in greater distribution expenses and impair our ability to market insurance products to our current customer base or to expand our customer base. Consolidation of distributors and/or other industry changes may also increase the likelihood that distributors will try to renegotiate the terms of any existing selling agreements to terms less favorable to us.

Our Valuation of Fixed Maturity, Equity and Trading and Other Securities and Short-Term Investments May Include Methodologies, Estimations and Assumptions Which Are Subject to Differing Interpretations and Could Result in Changes to Investment Valuations That May Materially Adversely Affect Our Results of Operations or Financial Condition

Fixed maturity, equity, and trading and other securities and short-term investments which are reported at estimated fair value on the consolidated balance sheets represent the majority of our total cash and investments. We have categorized these securities into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique.

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An asset or liability s classification within the fair value hierarchy is based on the lowest level of significant input to its valuation. The input levels are as follows:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities. We define active markets based on average trading volume for equity securities. The size of the bid/ask spread is used as an indicator of market activity for fixed maturity securities.

Level 2 Quoted prices in markets that are not active or inputs that are observable either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities other than quoted prices in Level 1; quoted prices in markets that are not active; or other significant inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the estimated fair value of the assets or liabilities. Unobservable inputs reflect the reporting entity s own assumptions about the assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of the estimated fair value requires significant management judgment or estimation.

At December 31, 2010, 7.0%, 85.8% and 7.2% of these securities represented Level 1, Level 2 and Level 3, respectively. The Level 1 securities primarily consist of certain U.S. Treasury, agency and government guaranteed fixed maturity securities; certain foreign government fixed maturity securities; exchange-traded common stock; certain trading securities; certain fair value option securities and certain short-term investments. The Level 2 assets include fixed maturity and equity securities priced principally through independent pricing services using observable inputs. These fixed maturity securities include most U.S. Treasury, agency and government guaranteed securities, as well as the majority of U.S. and foreign corporate securities, RMBS, CMBS, state and political subdivision securities, foreign government securities, and ABS. Equity securities classified as Level 2 primarily consist of non- redeemable preferred securities and certain equity securities where market quotes are available but are not considered actively traded and are priced by independent pricing services. We review the valuation methodologies used by the independent pricing services on an ongoing basis and ensure that any changes to valuation methodologies are justified. Level 3 assets include fixed maturity securities priced principally through independent non-binding broker quotations or market standard valuation methodologies using inputs that are not market observable or cannot be derived principally from or corroborated by observable market data. Level 3 consists of less liquid fixed maturity securities with very limited trading activity or where less price transparency exists around the inputs to the valuation methodologies including: U.S. and foreign corporate securities including below investment grade private placements; RMBS; CMBS; and ABS including all of those supported by sub-prime mortgage loans. Equity securities classified as Level 3 securities consist principally of nonredeemable preferred stock and common stock of companies that are privately held or companies for which there has been very limited trading activity or where less price transparency exists around the inputs to the valuation.

Prices provided by independent pricing services and independent non-binding broker quotations can vary widely even for the same security.

The determination of estimated fair values by management in the absence of quoted market prices is based on: (i) valuation methodologies; (ii) securities we deem to be comparable; and (iii) assumptions deemed appropriate given the circumstances. The fair value estimates are made at a specific point in time, based on available market information and judgments about financial instruments, including estimates of the timing and amounts of expected future cash flows and the credit standing of the issuer or counterparty. Factors considered in estimating fair value include: coupon rate, maturity, estimated duration, call provisions, sinking fund requirements, credit rating, industry sector of the issuer, and quoted market prices of comparable securities. The use of different methodologies and assumptions may have a material effect on the estimated fair value amounts. During periods of market disruption including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of our securities, for example sub-prime mortgage-backed securities, mortgage-backed securities where the underlying loans are Alt-A and CMBS, if trading becomes less frequent and/or market data becomes less observable. In times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In such cases, more securities may fall to Level 3 and thus require more subjectivity and management judgment. As such, valuations may include inputs and assumptions that are less observable or require greater estimation, as well as valuation methods which are more sophisticated or require greater estimation thereby resulting in estimated fair values which may be greater or less than the amount at which the investments may be ultimately sold. Further, rapidly changing and unprecedented credit and equity market conditions could materially impact the valuation of securities as reported within our consolidated financial statements and the period-to-period changes in estimated fair value could vary significantly. Decreases in value may have a material adverse effect on our results of operations or financial condition.

If Our Business Does Not Perform Well, We May Be Required to Recognize an Impairment of Our Goodwill or Other Long-Lived Assets or to Establish a Valuation Allowance Against the Deferred Income Tax Asset, Which Could Adversely Affect Our Results of Operations or Financial Condition

Goodwill represents the excess of the amounts we paid to acquire subsidiaries and other businesses over the estimated fair value of their net assets at the date of acquisition. As of December 31, 2010, our goodwill was $11,781 million, of which $6,959 million of goodwill was established in connection with the acquisition of ALICO. We test goodwill at least annually for impairment. Impairment testing is performed based upon estimates of the estimated fair value of the reporting unit to which the goodwill relates. The reporting unit is the operating segment or a business one level below that operating segment if discrete financial information is prepared and regularly reviewed by management at that level. The estimated fair value of the reporting unit is impacted by the performance of the business. The performance of our businesses may be adversely impacted by prolonged market declines. If it is determined that the goodwill has been impaired, we must write down the goodwill by the amount of the impairment, with a corresponding charge to net income. Such writedowns could have an adverse effect on our results of operation or financial position. For example, our goodwill has increased substantially as a result of the Acquisition. Market factors, the failure of ALICO to perform well, or issues relating to the integration of ALICO could result in the reporting units containing parts of ALICO having fair values lower than their respective carrying values, which would result in a writedown of goodwill and, consequently, it could have a material adverse effect on our results of operations.

Long-lived assets, including assets such as real estate, also require impairment testing to determine whether changes in circumstances indicate that MetLife will be unable to recover the carrying amount of the asset group through future operations of that asset group or market conditions that will impact the estimated fair value of those assets. Such writedowns could have a material adverse effect on our results of operations or financial position.

Deferred income tax represents the tax effect of the differences between the book and tax basis of assets and liabilities. Deferred tax assets are assessed periodically by management to determine if they are realizable. Factors in management s determination include the performance of the business including the ability to generate future taxable income. If based on available information, it is more likely than not that the deferred income tax asset will not be realized then a valuation allowance must be established with a corresponding charge to net income. Such charges could have a material adverse effect on our results of operations or financial position.

If Our Business Does Not Perform Well or if Actual Experience Versus Estimates Used in Valuing and Amortizing DAC, Deferred Sales Inducements (DSI) and VOBA Vary Significantly, We May Be Required to Accelerate the Amortization and/or Impair the DAC, DSI and VOBA Which Could Adversely Affect Our Results of Operations or Financial Condition

We incur significant costs in connection with acquiring new and renewal business. Those costs that vary with and are primarily related to the production of new and renewal business are deferred and referred to as DAC. Bonus amounts credited to certain policyholders, either immediately upon receiving a deposit or as excess interest credits for a period of time, are referred to as DSI. The recovery of DAC and DSI is dependent upon the future profitability of the related business. The amount of future profit or margin is dependent principally on investment returns in excess of the amounts credited to policyholders, mortality, morbidity, persistency, interest crediting rates, dividends paid to policyholders, expenses to administer the business, creditworthiness of reinsurance counterparties and certain economic variables, such as inflation. Of these factors, we anticipate that investment returns are most likely to impact the rate of amortization of such costs. The aforementioned factors enter into management s estimates of gross profits or margins, which generally are used to amortize such costs.

If the estimates of gross profits or margins were overstated, then the amortization of such costs would be accelerated in the period the actual experience is known and would result in a charge to income. Significant or sustained equity market declines could result in an acceleration of amortization of the DAC and DSI related to variable annuity and variable universal life contracts, resulting in a charge to income. Such adjustments could have a material adverse effect on our results of operations or financial condition.

VOBA is an intangible asset that represents the excess of book value over the estimated fair value of acquired insurance, annuity, and investment-type contracts in-force at the acquisition date. The estimated fair value of the acquired liabilities is based on actuarially determined projections, by each block of business, of future policy and contract charges, premiums, mortality and morbidity, separate account performance, surrenders, operating expenses, investment returns, nonperformance risk adjustment and other factors. Actual experience on the purchased business may vary from these projections. Revisions to estimates result in changes to the amounts expensed in the reporting period in which the revisions are made and could result in a charge to income. Also, as VOBA is amortized similarly to DAC and DSI, an acceleration of the amortization of VOBA would occur if the estimates of gross profits or margins were overstated. Accordingly, the amortization of such costs would be accelerated in the period in which the actual experience is known and would result in a charge to net income. Significant or sustained equity market declines could result in an acceleration of amortization of the VOBA related to variable annuity and variable universal life contracts, resulting in a charge to income. Such adjustments could have a material adverse effect on our results of operations

operations or financial condition.

Changes in Accounting Standards Issued by the Financial Accounting Standards Board or Other Standard-Setting Bodies May Adversely Affect Our Financial Statements

Our financial statements are subject to the application of GAAP (as defined below), which is periodically revised and/or expanded. Accordingly, from time to time we are required to adopt new or revised accounting

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standards issued by recognized authoritative bodies, including the Financial Accounting Standards Board. Market conditions have prompted accounting standard setters to expose new guidance which further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions, as well as to issue new standards expanding disclosures. The impact of accounting pronouncements that have been issued but not yet implemented is disclosed in the 2010 Form 10-K and in our quarterly reports on Form 10-Q. An assessment of proposed standards is not provided as such proposals are subject to change through the exposure process and, therefore, the effects on our financial statements cannot be meaningfully assessed. It is possible that future accounting standards we are required to adopt could change the current accounting treatment that we apply to our consolidated financial statements and that such changes could have a material adverse effect on our financial condition and results of operations.

Changes in Our Discount Rate, Expected Rate of Return and Expected Compensation Increase Assumptions for Our Pension and Other Postretirement Benefit Plans May Result in Increased Expenses and Reduce Our Profitability

We determine our pension and other postretirement benefit plan costs based on our best estimates of future plan experience. These assumptions are reviewed regularly and include discount rates, expected rates of return on plan assets and expected increases in compensation levels and expected medical inflation. Changes in these assumptions may result in increased expenses and reduce our profitability.

Guarantees Within Certain of Our Products that Protect Policyholders Against Significant Downturns in Equity Markets May Decrease Our Earnings, Increase the Volatility of Our Results if Hedging or Risk Management Strategies Prove Ineffective, Result in Higher Hedging Costs and Expose Us to Increased Counterparty Risk

Certain of our variable annuity products include guaranteed benefits. These include guaranteed death benefits, guaranteed withdrawal benefits, lifetime withdrawal guarantees, guaranteed minimum accumulation benefits, and guaranteed minimum income benefits. Periods of significant and sustained downturns in equity markets, increased equity volatility, or reduced interest rates could result in an increase in the valuation of the future policy benefit or policyholder account balance liabilities associated with such products, resulting in a reduction to net income. We use reinsurance in combination with derivative instruments to mitigate the liability exposure and the volatility of net income associated with these liabilities, and while we believe that these and other actions have mitigated the risks related to these benefits, we remain liable for the guaranteed benefits in the event that reinsurers or derivative counterparties are unable or unwilling to pay. In addition, we are subject to the risk that hedging and other management procedures prove ineffective or that unanticipated policyholder behavior or mortality, combined with adverse market events, produces economic losses beyond the scope of the risk management techniques employed. These, individually or collectively, may have a material adverse effect on net income, financial condition or liquidity. We are also subject to the risk that the cost of hedging these guaranteed minimum benefits increases as implied volatilities increase and/or interest rates decrease, resulting in a reduction to net income.

The valuation of certain of the foregoing liabilities (carried at fair value) includes an adjustment for nonperformance risk that reflects the credit standing of the issuing entity. This adjustment, which is not hedged, is based in part on publicly available information regarding credit spreads related to MetLife, Inc. s debt, including credit default swaps. In periods of extreme market volatility, movements in these credit spreads can have a significant impact on net income.

Guarantees Within Certain of Our Life and Annuity Products May Increase Our Exposure to Foreign Exchange Risk, and Decrease Our Earnings

Certain of our life and annuity products are exposed to foreign exchange risk. Payments under these contracts may be required to be made in different currencies, depending on the circumstances. Therefore, payments may be required in a different currency than the currency upon which the liability valuation is based. If the currency upon which expected future payments are made strengthens relative to the currency upon which the liability valuation is based, the liability valuation may increase, resulting in a reduction of net income.

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We May Need to Fund Deficiencies in Our Closed Block; Assets Allocated to the Closed Block Benefit Only the Holders of Closed Block Policies

MLIC s plan of reorganization, as amended (the *Plan of Reorganization*), required that we establish and operate an accounting mechanism, known as a closed block, to ensure that the reasonable dividend expectations of policyholders who own certain individual insurance policies of MLIC are met. We allocated assets to the closed block in an amount that will produce cash flows which, together with anticipated revenue from the policies included in the closed block, are reasonably expected to be sufficient to support obligations and liabilities relating to these policies, including, but not limited to, provisions for the payment of claims and certain expenses and tax, and to provide for the continuation of the policyholder dividend scales in effect for 1999, if the experience underlying such scales continues, and for appropriate adjustments in such scales if the experience changes. We cannot provide assurance that the closed block assets, the cash flows generated by the closed block assets and the anticipated revenue from the policies included in the closed block will be sufficient to provide for the benefits guaranteed under these policies. If they are not sufficient, we must fund the shortfall. Even if they are sufficient, we may choose, for competitive reasons, to support policyholder dividend payments with our general account funds.

The closed block assets, the cash flows generated by the closed block assets and the anticipated revenue from the policies in the closed block will benefit only the holders of those policies. In addition, to the extent that these amounts are greater than the amounts estimated at the time the closed block was funded, dividends payable in respect of the policies included in the closed block may be greater than they would be in the absence of a closed block. Any excess earnings will be available for distribution over time only to closed block policyholders.

Litigation and Regulatory Investigations Are Increasingly Common in Our Businesses and May Result in Significant Financial Losses and/or Harm to Our Reputation

We face a significant risk of litigation and regulatory investigations and actions in the ordinary course of operating our businesses, including the risk of class action lawsuits. Our pending legal and regulatory actions include proceedings specific to us and others generally applicable to business practices in the industries in which we operate. In connection with our insurance operations, plaintiffs lawyers may bring or are bringing class actions and individual suits alleging, among other things, issues relating to sales or underwriting practices, claims payments and procedures, product design, disclosure, administration, denial or delay of benefits and breaches of fiduciary or other duties to customers. Plaintiffs in class action and other lawsuits against us may seek very large or indeterminate amounts, including punitive and treble damages, and the damages claimed and the amount of any probable and estimable liability, if any, may remain unknown for substantial periods of time.

Due to the vagaries of litigation, the outcome of a litigation matter and the amount or range of potential loss at particular points in time may normally be difficult to ascertain. Uncertainties can include how fact finders will evaluate documentary evidence and the credibility and effectiveness of witness testimony, and how trial and appellate courts will apply the law in the context of the pleadings or evidence presented, whether by motion practice, or at trial or on appeal. Disposition valuations are also subject to the uncertainty of how opposing parties and their counsel will themselves view the relevant evidence and applicable law.

On a quarterly and annual basis, we review relevant information with respect to litigation and contingencies to be reflected in our consolidated financial statements. The review includes senior legal and financial personnel. Estimates of possible losses or ranges of loss for particular matters cannot in the ordinary course be made with a reasonable degree of certainty. Liabilities are established when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated.

Liabilities have been established for a number of matters. It is possible that some of the matters could require us to pay damages or make other expenditures or establish accruals in amounts that could not be estimated at December 31, 2010.

MLIC and its affiliates are currently defendants in numerous lawsuits including class actions and individual suits, alleging improper marketing or sales of individual life insurance policies, annuities, mutual funds or other products.

In addition, MLIC is a defendant in a large number of lawsuits seeking compensatory and punitive damages for personal injuries allegedly caused by exposure to asbestos or asbestos-containing products. These lawsuits principally have focused on allegations with respect to certain research, publication and other activities of one or more of MLIC s employees during the period from the 1920 s through approximately the 1950 s and have alleged that MLIC learned or should have learned of certain health risks posed by asbestos and, among other things, improperly publicized or failed to disclose those health risks. Additional litigation relating to these matters may be commenced in the future. The ability of MLIC to estimate its ultimate asbestos exposure is subject to considerable uncertainty, and the conditions impacting its liability can be dynamic and subject to change. The availability of reliable data is limited and it is difficult to predict with any certainty the numerous variables that can affect liability estimates, including the number of future claims, the cost to resolve claims, the disease mix and severity of disease in pending and future claims, the impact of the number of new claims filed in a particular jurisdiction and variations in the law in the jurisdictions in which claims are filed, the possible impact of tort reform efforts, the willingness of courts to allow plaintiffs to pursue claims against MLIC when exposure took place after the dangers of asbestos exposure were well known, and the impact of any possible future adverse verdicts and their amounts. The number of asbestos cases that may be brought or the aggregate amount of any liability that MLIC may incur, and the total amount paid in settlements in any given year are uncertain and may vary significantly from year to year. Accordingly, it is reasonably possible that our total exposure to asbestos claims may be materially greater than the liability recorded by us in our consolidated financial statements and that future charges to income may be necessary. The potential future charges could be material in the particular quarterly or annual periods in which they are recorded.

We are also subject to various regulatory inquiries, such as information requests, subpoenas and books and record examinations, from state and federal regulators and other authorities. A substantial legal liability or a significant regulatory action against us could have a material adverse effect on our business, financial condition and results of operations. Moreover, even if we ultimately prevail in the litigation, regulatory action or investigation, we could suffer significant reputational harm, which could have a material adverse effect on our business, financial condition and results of operations, including our ability to attract new customers, retain our current customers and recruit and retain employees. Regulatory inquiries and litigation may cause volatility in the price of stocks of companies in our industry.

The New York Attorney General announced on July 29, 2010 that his office had launched a major fraud investigation into the life insurance industry for practices related to the use of retained asset accounts as a settlement option for death benefits and that subpoenas requesting comprehensive data related to retained asset accounts have been served on MetLife and other insurance carriers. We received the subpoena on July 30, 2010. We also have received requests for documents and information from U.S. congressional committees and members as well as various state regulatory bodies, including the New York Insurance Department. It is possible that other state and federal regulators or legislative bodies may pursue similar investigations or make related inquiries. We cannot predict what effect any such investigations might have on our earnings or the availability of our retained asset account, known as the Total Control Account (*TCA*), but we believe that our financial statements taken as a whole would not be materially affected. We believe that any allegations that information about the TCA is not adequately disclosed or that the accounts are fraudulent or violate state or federal laws are without merit.

We cannot give assurance that current claims, litigation, unasserted claims probable of assertion, investigations and other proceedings against us will not have a material adverse effect on our business, financial condition or results of operations. It is also possible that related or unrelated claims, litigation, unasserted claims probable of assertion, investigations and proceedings may be commenced in the future, and we could become subject to further investigations and have lawsuits filed or enforcement actions initiated against us. In addition, increased regulatory scrutiny and any resulting investigations or proceedings could result in new legal actions and precedents and industry-wide regulations that could adversely affect our business, financial condition and results of operations.

We May Not be Able to Protect Our Intellectual Property and May be Subject to Infringement Claims

We rely on a combination of contractual rights with third parties and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. Although we endeavor to protect our rights, third parties may infringe or misappropriate our intellectual property. We may have to litigate to enforce and protect our copyrights, trademarks, patents, trade secrets and know-how or to determine their scope, validity or enforceability. This would represent a diversion of resources that may be significant and our efforts may not prove successful. The inability to secure or protect our intellectual property assets could have a material adverse effect on our business and our ability to compete.

We may be subject to claims by third parties for (i) patent, trademark or copyright infringement, (ii) breach of copyright, trademark or license usage rights, or (iii) misappropriation of trade secrets. Any such claims and any resulting litigation could result in significant expense and liability for damages. If we were found to have infringed or misappropriated a third-party patent or other intellectual property right, we could in some circumstances be enjoined from providing certain products or services to our customers or from utilizing and benefiting from certain methods, processes, copyrights, trademarks, trade secrets or licenses. Alternatively, we could be required to enter into costly licensing arrangements with third parties or implement a costly work around. Any of these scenarios could have a material adverse effect on our business and results of operations.

New and Impending Compensation and Corporate Governance Regulations Could Hinder or Prevent Us From Attracting and Retaining Management and Other Employees with the Talent and Experience to Manage and Conduct Our Business Effectively

The compensation and corporate governance practices of financial institutions have become and will continue to be subject to increasing regulation and scrutiny. Dodd-Frank includes new requirements that will affect our corporate governance and compensation practices, including some that have resulted in (or are likely to lead to) shareholders having the limited right to use MetLife, Inc. s proxy statement to solicit proxies to vote for their own candidates for director, impose additional requirements for membership on Board committees, requirements for additional shareholder votes on compensation matters, requirements for policies to recover compensation previously paid to certain executives under certain circumstances, elimination of broker discretionary voting on compensation matters, requirements for additional performance and compensation disclosure, and other requirements. *See* Various Aspects of Dodd-Frank Could Impact Our Business Operations, Capital Requirements and Profitability and Limit Our Growth. In addition, the Federal Reserve Board, the FDIC and other U.S. bank regulators have released guidelines on incentive compensation that may apply to or impact MetLife, Inc. as a bank holding company. These requirements and restrictions, and others Congress or regulators may propose or implement, could hinder or prevent us from attracting and retaining management and other employees with the talent and experience to manage and conduct our business effectively.

Although AIG has received assurances from the Troubled Asset Relief Program Special Master for Executive Compensation that neither we nor ALICO will be subject to compensation related requirements and restrictions under programs established in whole or in part under EESA, there can be no assurance that the Acquisition will not lead to greater public or governmental scrutiny, regulation, or restrictions on our compensation practices as a result of the Acquisition and expansion into new markets outside the United States, whether in connection with AIG s having received U.S. government funding or as a result of other factors.

Legislative and Regulatory Activity in Health Care and Other Employee Benefits Could Increase the Costs or Administrative Burdens of Providing Benefits to Our Employees or Hinder or Prevent Us From Attracting and Retaining Employees, or Affect our Profitability As a Provider of Life Insurance, Annuities, and Non-Medical Health Insurance Benefit Products

The Patient Protection and Affordable Care Act, signed into law on March 23, 2010, and The Health Care and Education Reconciliation Act of 2010, signed into law on March 30, 2010 (together, the *Health Care Act*), may lead to fundamental changes in the way that employers, including us, provide health care benefits, other benefits, and other forms of compensation to their employees and former employees. Among other changes, and subject to various effective dates, the Health Care Act generally restricts certain limits on benefits, mandates coverage for certain kinds of care, extends the required coverage of dependent children through age 26, eliminates pre-existing condition exclusions or limitations, requires cost reporting and, in some cases, requires premium rebates to participants under certain circumstances, limits coverage waiting periods, establishes several penalties on employers who fail to offer sufficient coverage to their full-time employees, and requires employers under certain circumstances to provide employees with vouchers to purchase their own health care coverage. The Health Care Act also provides for increased taxation of high cost coverage, restricts the tax deductibility of certain compensation paid by health insurers, reduces the tax deductibility of retiree health care costs to the extent of any retiree prescription drug benefit subsidy provided to the employer by the federal government, increases Medicare taxes on certain high earners, and establishes health insurance exchanges for individual purchases of health insurance.

The impact of the Health Care Act on us as an employer and on the benefit plans we sponsor for employees or retirees and their dependents, whether those benefits remain competitive or effective in meeting their business objectives, and our costs to provide such benefits and our tax liabilities in connection with benefits or compensation, cannot be predicted. Furthermore, we cannot predict the impact of choices that will be made by various regulators, including the United States Treasury, the IRS, the United States Department of Health and Human Services, and state regulators, to promulgate regulations or guidance, or to make determinations under or related to the Health Care Act. Either the Health Care Act or any of these regulatory actions could adversely affect our ability to attract, retain, and motivate talented associates. They could also result in increased or unpredictable costs to provide employee benefits, and could harm our competitive position if we are subject to fees, penalties, tax provisions or other limitations in the Health Care Act and our competitors are not.

The Health Care Act also imposes requirements on us as a provider of non-medical health insurance benefit products, subject to various effective dates. It also imposes requirements on the purchasers of certain of these products and has implications for certain other MLIC products, such as annuities. We cannot predict the impact of the Act or of regulations, guidance or determinations made by various regulators, on the various products that we offer. Either the Health Care Act or any of these regulatory actions could adversely affect our ability to offer certain of these products in the same manner as we do today. They could also result in increased or unpredictable costs to provide certain products, and could harm our competitive position if the Health Care Act has a disparate impact on our products compared to products offered by our competitors.

The Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 also includes certain provisions for defined benefit pension plan funding relief. These provisions may impact the likelihood and/or timing of corporate plan sponsors terminating their plans and/or engaging in transactions to partially or fully transfer pension obligations to an insurance company. As part of our Corporate Benefit Funding segment, we offer general account and separate account group annuity products that enable a plan sponsor to transfer these risks, often in connection with the termination of defined benefit pension plans. Consequently, this legislation could indirectly affect the mix of our business, with fewer closeouts and more non-guaranteed funding products, and adversely impact our results of operations.

Changes in U.S. Federal and State Securities Laws and Regulations, and State Insurance Regulations Regarding Suitability of Annuity Product Sales, May Affect Our Operations and Our Profitability

Federal and state securities laws and regulations apply to insurance products that are also securities, including variable annuity contracts and variable life insurance policies. As a result, some of MetLife, Inc. s subsidiaries and their activities in offering and selling variable insurance contracts and policies are subject to extensive regulation under these securities laws. These subsidiaries issue variable annuity contracts and variable life insurance policies through separate accounts that are registered with the SEC as investment companies under the Investment Company Act. Each registered separate account is generally divided into sub-accounts, each of which invests in an underlying mutual fund which is itself a registered investment company under the Investment Company Act. In addition, the variable annuity contracts and variable life insurance policies issued by the separate accounts are registered with the SEC under the Securities Act. Other subsidiaries are registered with the SEC as broker-dealers under the Exchange Act, and are members of and subject to regulation by FINRA. Further, some of our subsidiaries are registered as investment advisers with the SEC under the Investment Advisers Act of 1940, and are also registered as investment advisers in various states, as applicable.

Federal and state securities laws and regulations are primarily intended to ensure the integrity of the financial markets and to protect investors in the securities markets, as well as protect investment advisory or brokerage clients. These laws and regulations generally grant regulatory agencies broad rulemaking and enforcement powers, including the power to limit or restrict the conduct of business for failure to comply with the securities laws and regulations. A number of changes have recently been suggested to the laws and regulations that govern the conduct of our variable insurance products business and our distributors that could have a material adverse effect on our financial condition and results of operations. For example, Dodd-Frank authorizes the SEC to establish a standard of conduct applicable to brokers and dealers when providing personalized investment advice to retail and other customers. This standard of conduct would be to act in the best interest of the customer without regard to the financial or other interest of the broker or dealer providing the advice. Further, proposals have been made that the SEC establish a self-regulatory organization with respect to registered investment advisers, which could increase the level of regulatory oversight over such investment advisers.

In addition, state insurance regulators are becoming more active in adopting and enforcing suitability standards with respect to sales of annuities, both fixed and variable. In particular, the NAIC has adopted a revised Suitability in Annuity Transactions Model Regulation (*SAT*), that will, if enacted by the states, place new responsibilities upon issuing insurance companies with respect to the suitability of annuity sales, including responsibilities for training agents. Several states have already enacted laws based on the SAT.

We also may be subject to similar laws and regulations in the foreign countries in which we offer products or conduct other activities similar to those described above.

Changes in Tax Laws, Tax Regulations, or Interpretations of Such Laws or Regulations Could Increase Our Corporate Taxes; Changes in Tax Laws Could Make Some of Our Products Less Attractive to Consumers

Changes in tax laws, Treasury and other regulations promulgated thereunder, or interpretations of such laws or regulations could increase our corporate taxes. The Obama Administration has proposed corporate tax changes. Changes in corporate tax rates could affect the value of deferred tax assets and deferred tax liabilities. Furthermore, the value of deferred tax assets could be impacted by future earnings levels.

Changes in tax laws could make some of our products less attractive to consumers. A shift away from life insurance and annuity contracts and other tax-deferred products would reduce our income from sales of these products, as well as the assets upon which we earn investment income. The Obama Administration has proposed certain changes to individual income tax rates and rules applicable to certain policies.

We cannot predict whether any tax legislation impacting corporate taxes or insurance products will be enacted, what the specific terms of any such legislation will be or whether, if at all, any legislation would have a material adverse effect on our financial condition and results of operations.

Changes to Regulations Under the Employee Retirement Income Security Act of 1974 Could Adversely Affect Our Distribution Model by Restricting Our Ability to Provide Customers With Advice

The prohibited transaction rules of the U.S. Employee Retirement Income Security Act of 1974, as amended (*ERISA*), and the Code generally restrict the provision of investment advice to ERISA plans and participants and Individual Retirement Accounts (*IRAs*) if the investment recommendation results in fees paid to the individual advisor, his or her firm or their affiliates that vary according to the investment recommendation chosen. In March 2010, the United States Department of Labor (the *DOL*) issued proposed regulations which provide limited relief from these investment advice restrictions. If the proposed rules are issued in final form and no additional relief is provided regarding these investment advice restrictions, the ability of our affiliated broker-dealers and their registered representatives to provide investment advice to ERISA plans and participants, and with respect to IRAs, would likely be significantly restricted. Also, the fee and revenue arrangements of certain advisory programs may be required to be revenue neutral, resulting in potential lost revenues for these broker-dealers and their affiliates.

Other proposed regulatory initiatives under ERISA also may negatively impact the current business model of our broker-dealers. In particular, the DOL issued a proposed regulation in October 2010 that would, if adopted as proposed, significantly broaden the circumstances under which a person or entity providing investment advice with respect to ERISA plans or IRAs would be deemed a fiduciary under ERISA or the Code. If adopted, the proposed regulations may make it easier for the DOL in enforcement actions, and for plaintiffs attorneys in ERISA litigation, to attempt to extend fiduciary status to advisors who would not be deemed fiduciaries under current regulations.

In addition, the DOL has issued a number of regulations recently that increase the level of disclosure that must be provided to plan sponsors and participants, and may issue additional such regulations in 2011. These ERISA disclosure requirements will likely increase the regulatory and compliance burden upon MetLife, resulting in increased costs.

We May Be Unable to Attract and Retain Sales Representatives for Our Products

We must attract and retain productive sales representatives to sell our insurance, annuities and investment products. Strong competition exists among insurers for sales representatives with demonstrated ability. In addition, there is competition for representatives with other types of financial services firms, such as independent broker-dealers.

We compete with other insurers for sales representatives primarily on the basis of our financial position, support services and compensation and product features. We continue to undertake several initiatives to grow our career agency force while continuing to enhance the efficiency and production of our existing sales force. We cannot provide assurance that these initiatives will succeed in attracting and retaining new agents. Sales of individual insurance, annuities and investment products and our results of operations and financial condition could be materially adversely affected if we are unsuccessful in attracting and retaining agents.

MetLife, Inc. s Board of Directors May Control the Outcome of Stockholder Votes on Many Matters Due to the Voting Provisions of the MetLife Policyholder Trust

Under the Plan of Reorganization, we established the MetLife Policyholder Trust (the *Trust*) to hold the shares of MetLife, Inc. common stock allocated to eligible policyholders not receiving cash or policy credits under the Plan of Reorganization. As of February 18, 2011, the Trust held 220,255,199 shares, or 22.3%, of the outstanding shares of MetLife, Inc. common stock. Because of the number of shares held in the Trust and the voting provisions of the Trust, the Trust may affect the outcome of matters brought to a stockholder vote.

Except on votes regarding certain fundamental corporate actions described below, the trustee will vote all of the shares of common stock held in the Trust in accordance with the recommendations given by MetLife, Inc. s Board of Directors to its stockholders or, if the Board gives no such recommendations, as directed by the Board. As a result of the voting provisions of the Trust, the Board of Directors may be able to control votes on matters submitted to a vote of stockholders, excluding those fundamental corporate actions, so long as the Trust holds a substantial number of shares of common stock.

If the vote relates to fundamental corporate actions specified in the Trust, the trustee will solicit instructions from the Trust beneficiaries and vote all shares held in the Trust in proportion to the instructions it receives. These actions include:

an election or removal of directors in which a stockholder has properly nominated one or more candidates in opposition to a nominee or nominees of MetLife, Inc. s Board of Directors or a vote on a stockholder s proposal to oppose a Board nominee for director, remove a director for cause or fill a vacancy caused by the removal of a director by stockholders, subject to certain conditions;

a merger or consolidation, a sale, lease or exchange of all or substantially all of the assets, or a recapitalization or dissolution, of MetLife, Inc., in each case requiring a vote of stockholders under applicable Delaware law;

any transaction that would result in an exchange or conversion of shares of common stock held by the Trust for cash, securities or other property; and

any proposal requiring MetLife, Inc. s Board of Directors to amend or redeem the rights under MetLife, Inc. s stockholder rights plan, other than a proposal with respect to which we have received advice of nationally-recognized legal counsel to the effect that the proposal is not a proper subject for stockholder action under Delaware law. MetLife, Inc. does not currently have a stockholder rights plan.

If a vote concerns any of these fundamental corporate actions, the trustee will vote all of the shares of common stock held by the Trust in proportion to the instructions it received, which will give disproportionate weight to the instructions actually given by Trust beneficiaries.

The Selling Securityholder has agreed to vote all shares of MetLife, Inc. common stock acquired by it in connection with the Acquisition in proportion to the votes cast by all other stockholders of MetLife, Inc., including the Trust.

State Laws, Federal Laws, Our Certificate of Incorporation and Our By-Laws May Delay, Deter or Prevent Takeovers and Business Combinations that Stockholders Might Consider in Their Best Interests

State laws and our certificate of incorporation and by-laws may delay, deter or prevent a takeover attempt that stockholders might consider in their best interests. For instance, they may prevent stockholders from receiving the benefit from any premium over the market price of MetLife, Inc. s common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of MetLife, Inc. s common stock if they are viewed as discouraging takeover attempts in the future.

Any person seeking to acquire a controlling interest in us would face various regulatory obstacles which may delay, deter or prevent a takeover attempt that stockholders of MetLife, Inc. might consider in their best interests. First, the insurance laws and regulations of the various states in which MetLife, Inc. s insurance subsidiaries are organized may delay or impede a business combination involving us. State insurance laws prohibit an entity from acquiring control of an insurance company without the prior approval of the domestic insurance regulator. Under most states statutes, an entity is presumed to have control of an insurance company if it owns, directly or indirectly, 10% or more of the voting stock of that insurance company or its parent company. We are also subject to banking regulations, and may in the future become subject to additional regulations. Dodd-Frank contains provisions that could restrict or impede consolidation, mergers and acquisitions by systemically significant firms and/or large bank holding companies. In addition, the Investment Company Act would require approval by the contract owners of our variable contracts in order to effectuate a change of control of any affiliated investment adviser to a mutual fund underlying our variable contracts. Finally, FINRA approval would be necessary for a change of control of any FINRA registered broker-dealer that is a direct or indirect subsidiary of MetLife, Inc.

In addition, Section 203 of the Delaware General Corporation Law may affect the ability of an interested stockholder to engage in certain business combinations, including mergers, consolidations or acquisitions of additional shares, for a period of three years following the time that the stockholder becomes an interested stockholder. An interested stockholder is defined to include persons owning, directly or indirectly, 15% or more of the outstanding voting stock of a corporation.

MetLife, Inc. s certificate of incorporation and by-laws also contain provisions that may delay, deter or prevent a takeover attempt that stockholders might consider in their best interests. These provisions may adversely affect prevailing market prices for MetLife, Inc. s common stock and include: classification of MetLife, Inc. s Board of Directors into three classes; a prohibition on the calling of special meetings by stockholders; advance notice procedures for the nomination of candidates to the Board of Directors and stockholder proposals to be considered at stockholder meetings; and supermajority voting requirements for the amendment of certain provisions of the certificate of incorporation and by-laws.

The Continued Threat of Terrorism and Ongoing Military Actions May Adversely Affect the Level of Claim Losses We Incur and the Value of Our Investment Portfolio

The continued threat of terrorism, both within the United States and abroad, ongoing military and other actions and heightened security measures in response to these types of threats may cause significant volatility in global financial markets and result in loss of life, property damage, additional disruptions to commerce and reduced economic activity. Some of the assets in our investment portfolio may be adversely affected by declines in the credit and equity markets and reduced economic activity caused by the continued threat of terrorism. We cannot predict whether, and the extent to which, companies in which we maintain investments may suffer losses as a result of financial, commercial or economic disruptions, or how any such disruptions might affect the ability of those companies to pay interest or principal on their securities or mortgage loans. The continued threat of terrorism also could result in increased reinsurance prices and reduced insurance coverage and potentially cause us to retain more risk than we otherwise would retain if we were able to obtain reinsurance at lower prices. Terrorist actions also could disrupt our operations centers in the United States or abroad. In addition, the occurrence of terrorist actions could result in higher claims under our insurance policies than anticipated. *See* Difficult Conditions in the Global Capital Markets and the Economy Generally May Materially Adversely Affect Our Business and Results of Operations and These Conditions May Not Improve in the Near Future.

The Occurrence of Events Unanticipated in Our Disaster Recovery Systems and Management Continuity Planning Could Impair Our Ability to Conduct Business Effectively

In the event of a disaster such as a natural catastrophe, an epidemic, an industrial accident, a blackout, a computer virus, a terrorist attack or war, unanticipated problems with our disaster recovery systems could have a material adverse impact on our ability to conduct business and on our results of operations and financial position, particularly if those problems affect our computer-based data processing, transmission, storage and retrieval systems and destroy valuable data. We depend heavily upon computer systems to provide reliable service. Despite our implementation of a variety of security measures, our computer systems could be subject to physical and electronic break-ins, and similar disruptions from unauthorized tampering. In addition, in the event that a significant number of our managers were unavailable in the event of a disaster, our ability to effectively conduct business could be severely compromised. These interruptions also may interfere with our suppliers ability to provide goods and services and our employees ability to perform their job responsibilities.

Our Associates May Take Excessive Risks Which Could Negatively Affect Our Financial Condition and Business

As an insurance enterprise, we are in the business of being paid to accept certain risks. The associates who conduct our business, including executive officers and other members of management, sales managers, investment professionals, product managers, sales agents, and other associates, do so in part by making decisions and choices that involve exposing us to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, and other decisions. Although we endeavor, in the design and implementation of our compensation programs and practices, to avoid giving our associates incentives to take excessive risks, associates may take such risks regardless of the structure of our compensation programs and practices. Similarly, although we employ controls and procedures designed to monitor associates business decisions and prevent us from taking excessive risks, there can be no assurance that these controls and procedures are or may be effective. If our associates take excessive risks, the impact of those risks could have a material adverse effect on our financial condition or business operations.

Risks Relating to the Common Equity Units

You Assume the Risk that the Market Value of MetLife, Inc. s Common Stock May Decline

As a holder of Normal Common Equity Units or Stripped Common Equity Units, you will have an obligation to buy shares of MetLife, Inc. s Common Stock pursuant to the Stock Purchase Contracts that are part of the Normal Common Equity Units or Stripped Common Equity Units. On each Stock Purchase Date, unless you pay cash to satisfy your obligation under the Stock Purchase Contract or the Stock Purchase Contracts are terminated due to our bankruptcy, insolvency or reorganization, (i) in the case of Normal Common Equity Units, either the proceeds attributable to the applicable ownership interest in a Debenture derived from the successful Remarketing or, if a Final Failed Remarketing has occurred, the put price paid upon the automatic put of a Debenture to us, or (ii) in the case of Stripped Common Equity Units, the principal of the applicable ownership interests in the Treasury Securities, will automatically be used to purchase a specified number of shares of Common Stock on your behalf.

The number of shares of Common Stock that you will receive upon the settlement of a Stock Purchase Contract is not fixed but instead will depend on the average of the VWAPs on each of the 20 consecutive Trading Days ending on, and including, the third scheduled Trading Day immediately preceding the applicable Initial Scheduled Stock Purchase Date. There can be no assurance that the market value of each share of Common Stock received by you on the applicable Stock Purchase Date or applicable Early Settlement Date will be equal to or greater than the average VWAP used to calculate how many shares are due to you. Accordingly, you assume the risk that the market value of the Common Stock may decline, and that the decline could be substantial.

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The Issuance of Common Stock Pursuant to the Stock Purchase Contracts Forming Part of the Common Equity Units Being Offered By the Selling Securityholder in This Offering and the Issuance of the Common Stock Pursuant to the Conversion of the Series B Preferred Stock, to the Extent that the Any of the Shares of the Series B Preferred Stock are Not Repurchased and Cancelled by MetLife, Inc., Will Have a Dilutive Impact on MetLife, Inc. s Stockholders

The Common Equity Units consist of (x) Stock Purchase Contracts obligating the holder to purchase a variable number of shares of MetLife, Inc. s common stock on each of three specified future settlement dates (approximately two, three and four years after the closing of the Acquisition, subject to deferral under certain circumstances) for a fixed amount per Stock Purchase Contract (an aggregate of $1.0 billion on each settlement date) and (y) an interest in each of three series of debt securities of MetLife, Inc. The aggregate amount of MetLife, Inc. s common stock expected to be issued upon settlement of the Stock Purchase Contracts is expected to be approximately 67,764,000 to 84,696,000 shares.

In addition, to the extent that MetLife, Inc. does not Repurchase (as defined in this prospectus supplement) and cancel all of the shares of the Series B Preferred Stock pursuant to the Coordination Agreement, dated as of March 1, 2011 (the *Coordination Agreement*), by and among MetLife, Inc., the Selling Securityholder and AIG, MetLife, Inc. will issue 10 shares of common stock for every share of the 6,857,000 shares of the Series B Preferred Stock that is not so Repurchased and cancelled.

As a result of the issuance of these securities, more shares of common stock will be outstanding and each existing stockholder will own a smaller percentage of our common stock then outstanding.

Following This Offering and the Concurrent Offerings, to the Extent the Selling Securityholder Will Hold Any of MetLife, Inc. s Equity Securities, the Selling Securityholder Will Be Able to Sell Such Securities at Any Time From and After the Date 365 Days After the Closing of the Acquisition, Which Could Cause MetLife, Inc. s Stock Price to Decrease

The Selling Securityholder has agreed pursuant to the Investor Rights Agreement, dated November 1, 2010 (the *Investor Rights Agreement*), among MetLife, Inc., the Selling Securityholder and AIG, entered into in connection with the Acquisition, not to transfer any of MetLife, Inc. s securities received pursuant to the terms of the Stock Purchase Agreement, at any time up to the date 365 days after the closing of the Acquisition, without the consent of MetLife, Inc. However, from and after such date, the Selling Securityholder will be able to transfer up to half of such equity securities, and from and after the first anniversary of the closing of the Acquisition, the Selling Securityholder will be able to transfer all of such securities, subject in each case to certain limited volume and timing restrictions set forth in the Investor Rights Agreement. Moreover, the Selling Stockholder will agree to use commercially reasonable efforts to transfer, and it will cause its affiliates to so transfer, all of MetLife, Inc. s securities received in connection with the Acquisition prior to the later of (i) the fifth anniversary of the closing of the Acquisition, and (ii) the first anniversary of the third stock purchase date under the stock purchase contracts. Subject to certain conditions, we have agreed to register the resale of MetLife, Inc. s equity and other securities to be issued to the Selling Securityholder under the Securities Act.

In connection with this offering of Common Equity Units, the Concurrent Offerings and the repurchase of the Series B Preferred Stock, MetLife, Inc. has entered into a limited waiver of the Investor Rights Agreement with the Selling Securityholder and AIG in order to permit the Selling Securityholder to offer and sell the Common Equity Units and the common stock it received in the Acquisition in this offering and the Concurrent Offerings, respectively, and to sell the Series B Preferred Stock to MetLife, Inc. pursuant to the Coordination Agreement.

The sale or transfer of a substantial number of these securities within a short period of time could cause MetLife, Inc. s stock price to decrease, make it more difficult for us to raise funds through future offerings of MetLife, Inc. s common stock or acquire other businesses using MetLife, Inc. s common stock as consideration.

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The Opportunity for Equity Appreciation Provided by an Investment in the Common Equity Units is Less Than That Provided by a Direct Investment in MetLife, Inc. s Common Stock

Your opportunity for equity appreciation afforded by investing in the Common Equity Units is less than your opportunity for equity appreciation if you directly invested in the Common Stock. If the Applicable Market Value of the Common Stock equals or exceeds the Reference Price but falls below the Threshold Appreciation Price of $44.275 (subject to adjustment), you will realize no equity appreciation of the Common Stock for the period during which the applicable Stock Purchase Contract forms a part of the Common Equity Unit.

If an Applicable Stock Purchase Date is Deferred, the Value of the Common Stock That You Are Required to Purchase May Decline Between the Determination of the Settlement Rate and the Applicable Stock Purchase Date

Once we have determined the Settlement Rate in anticipation of a Stock Purchase Date, the market value of the Common Stock that you are required to purchase upon settlement of your Stock Purchase Contracts may rise or fall with changes in the price of the Common Stock between the determination of the Settlement Rate and the applicable Stock Purchase Date. The applicable Stock Purchase Date can be deferred for up to six months. Even if the price of the Common Stock subsequently declines, you will be required to purchase a number of shares of the Common Stock equal to the previously fixed Settlement Rate.

The Common Equity Units Provide Limited Settlement Rate Adjustments

The number of shares of Common Stock that you are entitled to receive on each Stock Purchase Date, or as a result of Early Settlement, is subject to adjustment for certain events arising from stock splits and combinations, stock dividends, cash dividends and certain other actions by MetLife, Inc. that modify its capital structure. *See* Description of the Stock Purchase Contracts. MetLife, Inc. will not adjust the number of shares of Common Stock that you are to receive on the applicable Stock Purchase Date or as a result of Early Settlement of a Stock Purchase Contract for other events, including the Concurrent Offerings or other offerings of Common Stock by MetLife, Inc. for cash. There can be no assurance that an event that adversely affects the value of the Common Equity Units, but does not result in an adjustment to the Settlement Rate, will not occur. Further, MetLife, Inc. is not restricted from issuing additional Common Stock during the term of the Stock Purchase Contracts and has no obligation to consider your interests. If MetLife, Inc. issues additional shares of Common Stock, it may materially and adversely affect the price of the Common Stock and the trading price of the Common Equity Units.

MetLife, Inc. May Defer Contract Payments under the Stock Purchase Contracts, and this May Have an Adverse Effect on the Trading Prices of the Common Equity Units

MetLife, Inc. may at its option, and will at the direction of the Federal Reserve Board, defer the payments of any or all of the Contract Payments under the Stock Purchase Contracts. If MetLife, Inc. exercises its right to defer Contract Payments, the market price of the Common Equity Units is likely to be adversely affected. As a result of the existence of these deferral rights, the market price of the Common Equity Units may be more volatile than the market prices of other securities that are not subject to these optional deferrals. Furthermore, you will be subject to the risk that MetLife, Inc. may not be able to pay such Deferred Contract Payments (including compounded Contract Payments thereon) in the future.

In addition, if MetLife, Inc. elects to defer the payment of Contract Payments on the Stock Purchase Contracts, and the Deferred Contract Payments are not paid prior to the applicable Stock Purchase Date, then MetLife, Inc. will pay you such Deferred Contract Payments in either shares of its Common Stock or unsecured junior subordinated notes, at its sole discretion. *See* Description of the Stock Purchase Contracts Option to Defer Contract Payments for a discussion of the valuation methods MetLife, Inc. will use to determine the payment of Deferred Contract Payments.

If You Hold Common Equity Units, You Will Not be Entitled to any Rights with Respect to Common Stock, but You Will Be Subject to All Changes Made with Respect to Common Stock

If you hold Common Equity Units, you will not be entitled to any rights with respect to MetLife, Inc s Common Stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on the Common Stock), but you will be subject to all changes affecting the Common Stock. You will only be entitled to rights on the Common Stock if and when MetLife, Inc. delivers shares of Common Stock upon settlement of Stock Purchase Contracts on the applicable Stock Purchase Date, or as a result of Early Settlement. For example, in the event that an amendment is proposed to our certificate of incorporation or by-laws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to delivery of the Common Stock, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of the Common Stock.

The Trading Price of the Common Stock, the General Level of Interest Rates and our Credit Quality Will Directly Affect the Trading Prices for the Common Equity Units

The trading prices of the Common Equity Units will be directly affected by, among other things, the trading price of Common Stock, interest rates generally and MetLife, Inc. s credit quality. It is impossible to predict whether the price of the Common Stock or interest rates will rise or fall. Our operating results and prospects and economic, financial and other factors will affect trading prices of the Common Stock and the Common Equity Units. In addition, market conditions can affect the capital markets generally, thereby affecting the price of the Common Equity Units and the Common Stock. These conditions may include the level of, and fluctuations in, the trading prices of stocks generally.

Fluctuations in Interest Rates May Give Rise to Arbitrage Opportunities, Which Would Affect the Trading Prices of the Normal Common Equity Units, Stripped Common Equity Units, Debentures and Common Stock

Fluctuations in interest rates may give rise to arbitrage opportunities based upon changes in the relative value of the Common Stock underlying the Stock Purchase Contracts and of the other components of the Common Equity Units. Any such arbitrage could, in turn, affect the trading prices of the Normal Common Equity Units, Stripped Common Equity Units, Debentures and Common Stock.

The Contract Payments are Subordinated to Any Existing or Future Senior Debt of MetLife, Inc.; Contract Payments and Debentures Indebtedness Are Subordinated to Secured Indebtedness to the Extent of the Value of the Assets Securing Such Indebtedness

The Contract Payments are subordinated and junior in right of payment to MetLife, Inc s obligations under any existing and future senior debt, including trade payables. The Debentures constitute and will constitute senior unsecured obligations of MetLife, Inc., ranking equally with other existing and future senior unsecured indebtedness and ranking senior to any existing or future subordinated indebtedness. The Contract Payments and the Debentures are subordinated and junior in right of payment to MetLife, Inc. s secured indebtedness to the extent of the value of the assets securing such indebtedness. The Indenture does not restrict MetLife, Inc. or its subsidiaries from incurring substantial additional indebtedness in the future. As of December 31, 2010, MetLife s total consolidated indebtedness was approximately $36.4 billion.

MetLife, Inc. s obligations with respect to Contract Payments and payments on its junior subordinated debt securities will be *pari passu*, and will be subordinate and junior in right of payment to its obligations under its existing and future secured and senior debt, but senior to payments of dividends on MetLife, Inc. s preferred stock. At December 31, 2010, MetLife, Inc. s secured and senior debt totaled approximately $25.2 billion, excluding the liabilities of our subsidiaries.

MetLife, Inc. receives substantially all of its revenue from dividends from its subsidiaries. Because MetLife, Inc. is a holding company, its right to participate in any distribution of the assets of its subsidiaries, upon a subsidiary s dissolution, winding-up, liquidation or reorganization or otherwise, and thus your ability to benefit indirectly from such distribution, is subject to the prior claims of creditors of that subsidiary, except to the extent that MetLife, Inc.

may be a creditor of that subsidiary and MetLife, Inc. s claims are recognized. There are legal limitations on the extent to which some of the subsidiaries may extend credit, pay dividends or otherwise supply funds to, or engage in transactions with, MetLife, Inc. or some of its other subsidiaries. This includes state laws in the United States that grant insurance regulatory authorities broad administrative powers with respect to, among other things, the payment of dividends and other transactions among affiliates. *See* Our Insurance, Brokerage and Banking Businesses Are Heavily Regulated, and Changes in Regulation May Reduce Our Probability and Limit Our Growth. MetLife, Inc. s subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due under the Stock Purchase Contracts or otherwise to make any funds available to MetLife, Inc. Accordingly, the Contract Payments and payments on the Debentures, effectively, will be subordinated to all existing and future liabilities of MetLife, Inc. s subsidiaries.

Our Financial Performance and Other Factors Could Adversely Impact MetLife, Inc. s Ability to Make Contract Payments and Payments on the Debentures

MetLife, Inc. s ability to make scheduled payments with respect to its indebtedness and contractual obligations, including amounts due on the Debentures and Stock Purchase Contracts, will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control.

The Cash Merger Early Settlement May Not Adequately Compensate You

If a Cash Merger Early Settlement (as described under Description of the Stock Purchase Contracts) occurs and you exercise your Cash Merger Early Settlement right, you will be entitled to settle your Stock Purchase Contract at the Cash Merger Early Settlement Amount subject to certain conditions. Although the Cash Merger Early Settlement is designed to compensate you for the lost option value of your Common Equity Units as a result of the Cash Merger, this feature may not adequately compensate you for such loss.

MetLife, Inc. s Normal Common Equity Units, Stripped Common Equity Units and Debentures Have no Prior Public Market, and We Cannot Assure You That an Active Trading Market Will Develop

Prior to this offering, there has not been a market for MetLife, Inc. s Normal Common Equity Units, Stripped Common Equity Units or Debentures. While we have applied for listing of the Normal Common Equity Units on the New York Stock Exchange, an active trading market in the Normal Common Equity Units might not develop or continue. If you purchase Normal Common Equity Units in this offering, you will pay a price that was not established in a competitive market. Rather, you will pay a price that was determined by negotiations with the underwriters based upon an assessment of the market for similar securities and other factors, including economic conditions and our financial condition, performance and prospects. The public market may not agree with or accept this valuation, in which case you may not be able to sell your Normal Common Equity Units at or above the initial offering price. If the Stripped Common Equity Units or the Debentures are separately traded to a sufficient extent that applicable exchange listing requirements are met, we will endeavor to list the Stripped Common Equity Units or the Debentures on the same exchange as the Normal Common Equity Units. However, an active trading market in those securities also may not develop. In addition, if you were to substitute Treasury Securities for Debentures or Debentures for Treasury Securities, thereby converting your Stripped Common Equity Units to Normal Common Equity Units or your Normal Common Equity Units to Stripped Common Equity Units, as the case may be, the liquidity of Normal Common Equity Units or Stripped Common Equity Units could be adversely affected. We cannot assure you that the Normal Common Equity Units will not be delisted from the New York Stock Exchange or that trading in the Normal Common Equity Units will not be suspended as a result of your election to create Stripped Common Equity Units by substituting collateral, which could cause the number of Normal Common Equity Units to fall below the requirement for listing securities on the New York Stock Exchange.

Your Rights to the Pledged Securities Will Be Subject to MetLife, Inc. s Security Interest and May Be Affected by a Bankruptcy Proceeding

Although you will be the beneficial owner of the applicable ownership interests in Debentures or Treasury Securities, those securities will be pledged to MetLife, Inc. through the Collateral Agent to secure your obligations under the related Stock Purchase Contracts. Thus, your rights to the pledged securities will be subject to MetLife, Inc. s security interest. Therefore, for so long as your Stock Purchase Contracts remain in effect, you will not be allowed to withdraw your ownership interest in the pledged Debentures or Treasury Securities from this pledge arrangement, except upon substitution of other securities as described in this prospectus supplement. Additionally, notwithstanding the automatic termination of the Stock Purchase Contracts, in the event that MetLife, Inc. becomes the subject of a case under the U.S. Bankruptcy Code, the delivery of the pledged securities to you may be delayed by the imposition of the automatic stay under the U.S. Bankruptcy Code or by exercise of the bankruptcy court s power under the U.S. Bankruptcy Code and claims arising out of the Debentures, like all other claims in bankruptcy proceedings, will be subject to the equitable jurisdiction and powers of the bankruptcy court.

The Stock Purchase Contract Agreement and Pledge Agreement Will Not Be Qualified Under the Trust Indenture Act and the Obligations of the Stock Purchase Contract Agent Are Limited

The Stock Purchase Contract Agreement and Pledge Agreement will not be qualified as an indenture under the Trust Indenture Act of 1939, as amended (the *Trust Indenture Act*), and the Stock Purchase Contract Agent will not be required to qualify as a trustee under the Trust Indenture Act. Thus, you will not have the benefit of the protection of the Trust Indenture Act with respect to the Stock Purchase Contract and Pledge Agreement or the Stock Purchase Contract Agent. The Debentures constituting a part of the Normal Common Equity Units were issued pursuant to the Indenture, which is qualified under the Trust Indenture Act. Accordingly, if you hold Normal Common Equity Units, you will have the benefit of the protections of the Trust Indenture Act only to the extent applicable to the Debentures included in the Normal Common Equity Units. The protections generally afforded the holder of a security issued under an indenture that has been qualified under the Trust Indenture Act include:

- disqualification of the indenture trustee for conflicting interests, as defined under the Trust Indenture Act;
- provisions preventing a trustee that is also a creditor of the issuer from improving its own credit position at the expense of the security holders immediately prior to or after a default under such indenture; and
- the requirement that the indenture trustee deliver reports at least annually with respect to certain matters concerning the indenture trustee and the securities.

You Should Not Expect the Payment of Cash Dividends on MetLife, Inc. s Common Stock

Our dividend policy is subject to the discretion of our Board of Directors and depends upon a number of factors, including our earnings, financial condition, cash and capital needs and general economic or business conditions. In the future, there can be no assurance that the Board of Directors will declare a dividend.

MetLife, Inc. May Redeem the Component Debentures and the Debentures at Its Option Following Certain Events

MetLife, Inc. has the right, at MetLife, Inc. s option, at any time, and from time to time, to redeem all or any part of the Debentures or Component Debentures, on any date selected by MetLife, Inc. (the *Redemption Date*) on or after the Redemption Trigger Date (as described under Description of the Stock Purchase Contracts Redemption), at a price payable in cash equal to the Debenture Redemption Price (as defined under Description of the Stock Purchase Contracts Redemption).

Upon a Successful Remarketing of the Debentures, the Terms of Your Debentures May Be Modified Even If You Elect Not to Participate in the Remarketing

When MetLife, Inc. attempts to remarket the Debentures, the Remarketing Agent will agree to use its commercially reasonable efforts to sell the Debentures included in the Remarketing. In connection with the Remarketing, MetLife, Inc. and the Remarketing Agent may materially change the Interest Rate of such Debenture. If the Remarketing is successful, the modified terms will apply to all the Debentures, even if they were not included in the Remarketing. However, holders of the Debentures must elect to participate in the Remarketing before knowing what the modified terms of the Debentures will be. You may determine that the revised terms are not as favorable to you as you would deem appropriate.

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Recent Developments in the Equity-linked and Convertible Securities Markets May Adversely Affect the Market Value of the Common Equity Units

Governmental actions that interfere with the ability of equity-linked and convertible securities investors to effect short sales of the underlying shares of common stock could significantly affect the market value of the Common Equity Units. Such government actions could make the convertible arbitrage strategy that many equity- linked and convertible securities investors employ difficult to execute for outstanding equity-linked or convertible securities of any company whose shares of common stock are subject to such actions. The SEC has adopted a short sale price test which will restrict short selling only when a stock price has triggered a circuit breaker by falling at least 10 percent from the prior day s closing price, at which point short sale orders can be displayed or executed only if the order price is above the current national best bid for the remainder of the day and the next trading day, subject to certain limited exceptions. If such new price test precludes, or is perceived to preclude, equity-linked and convertible securities investors from executing the convertible arbitrage strategy that they employ or other limitations are instituted by the SEC or any other regulatory agencies, the market value of the Common Equity Units could be adversely affected.

MetLife, Inc. Will Withhold Tax on any Contract Payments and Deferred Contract Payments to the Extent Required by Law

MetLife, Inc. will withhold any tax on Contract Payments and Deferred Contract Payments to the extent required by law, which will be remitted to the appropriate taxing jurisdiction. *See* Certain United States Federal Income Tax Consequences.

You May Have To Include Deferred Contract Payments in Your Taxable Income Before You Receive Such Contract Payments

If MetLife, Inc. defers a Contract Payment and you use the accrual method of tax accounting, you may be required to recognize income for United States federal income tax purposes in respect of the Deferred Contract Payment in advance of your receipt of any corresponding cash distributions. *See* Certain United States Federal Income Tax Consequences.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR METLIFE

The following selected financial data has been derived from MetLife s audited consolidated financial statements. The statement of operations data for the years ended December 31, 2010, 2009 and 2008, and the balance sheet data at December 31, 2010 and 2009 have been derived from MetLife s audited financial statements included in the 2010 Form 10-K. The statement of operations data for the years ended December 31, 2007 and 2006, and the balance sheet data at December 31, 2008, 2007 and 2006 have been derived from MetLife s audited financial statements not included herein. This selected consolidated financial data should be read in conjunction with and is qualified by reference to these consolidated financial statements and the related notes and the 2010 Form 10-K. The following consolidated statements of operations and consolidated balance sheet data have been prepared in conformity with accounting principles generally accepted in the United States of America (*GAAP*).

	Years Ended December 31,				
	2010	**2009**	**2008**	**2007**	**2006**
	(In millions)				
Statement of Operations Data (1)					
Revenues:					
Premiums	$ 27,394	$ 26,460	$ 25,914	$ 22,970	$ 22,052
Universal life and investment-type product policy fees	6,037	5,203	5,381	5,238	4,711
Net investment income	17,615	14,837	16,289	18,055	16,239
Other revenues	2,328	2,329	1,586	1,465	1,301
Net investment gains (losses)	(392)	(2,906)	(2,098)	(318)	(1,174)
Net derivative gains (losses)	(265)	(4,866)	3,910	(260)	(208)
Total revenues	52,717	41,057	50,982	47,150	42,921
Expenses:					
Policyholder benefits and claims	29,545	28,336	27,437	23,783	22,869
Interest credited to policyholder account balances	4,925	4,849	4,788	5,461	4,899
Policyholder dividends	1,486	1,650	1,751	1,723	1,698
Other expenses	12,803	10,556	11,947	10,405	9,514
Total expenses	48,759	45,391	45,923	41,372	38,980
Income (loss) from continuing operations before provision for income tax	3,958	(4,334)	5,059	5,778	3,941
Provision for income tax expense (benefit)	1,181	(2,015)	1,580	1,675	1,027
Income (loss) from continuing operations, net of income tax	2,777	(2,319)	3,479	4,103	2,914
Income (loss) from discontinued operations, net of income tax	9	41	(201)	362	3,526
Net income (loss)	2,786	(2,278)	3,278	4,465	6,440

Less: Net income (loss) attributable to noncontrolling interests	(4)	(32)	69	148	147
Net income (loss) attributable to MetLife, Inc.	2,790	(2,246)	3,209	4,317	6,293
Less: Preferred stock dividends	122	122	125	137	134
Net income (loss) available to MetLife, Inc. s common shareholders	$ 2,668	$ (2,368)	$ 3,084	$ 4,180	$ 6,159

	December 31,				
	2010	2009	2008	2007	2006
	(In millions)				
Balance Sheet Data (1)					
Assets:					
General account assets (2)	$ 547,569	$ 390,273	$ 380,839	$ 399,007	$ 383,758
Separate account assets	183,337	149,041	120,839	160,142	144,349
Total assets	$ 730,906	$ 539,314	$ 501,678	$ 559,149	$ 528,107
Liabilities:					
Policyholder liabilities and other policy-related balances (3)	$ 401,905	$ 283,759	$ 282,261	$ 261,442	$ 252,099
Payables for collateral under securities loaned and other transactions	27,272	24,196	31,059	44,136	45,846
Bank deposits	10,316	10,211	6,884	4,534	4,638
Short-term debt	306	912	2,659	667	1,449
Long-term debt (2)	27,586	13,220	9,667	9,100	8,822
Collateral financing arrangements	5,297	5,297	5,192	4,882	
Junior subordinated debt securities	3,191	3,191	3,758	4,075	3,381
Other (2)	22,583	15,989	15,374	33,186	32,277
Separate account liabilities	183,337	149,041	120,839	160,142	144,349
Total liabilities	681,793	505,816	477,693	522,164	492,861
Redeemable noncontrolling interests in partially owned consolidated securities	117				
Equity:					
MetLife, Inc. s stockholders equity:					
Preferred stock, at par value	1	1	1	1	1
Convertible preferred stock, at par value					
Common stock, at par value	10	8	8	8	8
Additional paid-in capital	26,423	16,859	15,811	17,098	17,454
Retained earnings	21,363	19,501	22,403	19,884	16,574
Treasury stock, at cost	(172)	(190)	(236)	(2,890)	(1,357)
Accumulated other comprehensive income (loss)	1,000	(3,058)	(14,253)	1,078	1,118
Total MetLife, Inc. s stockholders equity	48,625	33,121	23,734	35,179	33,798
Noncontrolling interests	371	377	251	1,806	1,448
Total equity	48,996	33,498	23,985	36,985	35,246
Total liabilities and equity	$ 730,906	$ 539,314	$ 501,678	$ 559,149	$ 528,107

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	Years Ended December 31,				
	2010	2009	2008	2007	2006
	(In millions, except per share data)				
Other Data (1), (4)					
Net income (loss) available to MetLife, Inc. s common shareholders	$ 2,668	$ (2,368)	$ 3,084	$ 4,180	$ 6,159
Return on MetLife, Inc. s common equity	6.9%	(9.0)%	11.2%	12.9%	20.9%
Return on MetLife, Inc. s common equity, excluding accumulated other comprehensive income (loss)	7.0%	(6.8)%	9.1%	13.3%	22.1%
EPS Data (1), (5)					
Income (Loss) from Continuing Operations Available to MetLife, Inc. s Common Shareholders Per Common Share:					
Basic	$ 3.01	$ (2.94)	$ 4.60	$ 5.32	$ 3.64
Diluted	$ 2.99	$ (2.94)	$ 4.54	$ 5.19	$ 3.59
Income (Loss) from Discontinued Operations Per Common Share:					
Basic	$ 0.01	$ 0.05	$ (0.41)	$ 0.30	$ 4.45
Diluted	$ 0.01	$ 0.05	$ (0.40)	$ 0.29	$ 4.40
Net Income (Loss) Available to MetLife, Inc. s Common Shareholders Per Common Share:					
Basic	$ 3.02	$ (2.89)	$ 4.19	$ 5.62	$ 8.09
Diluted	$ 3.00	$ (2.89)	$ 4.14	$ 5.48	$ 7.99
Cash Dividends Declared Per Common Share	$ 0.74	$ 0.74	$ 0.74	$ 0.74	$ 0.59

(1) On November 1, 2010, MetLife, Inc. acquired ALICO. The results of the Acquisition are reflected in the 2010 selected financial data.

(2) At December 31, 2010, general account assets, long-term debt and other liabilities include amounts relating to variable interest entities of $11,080 million, $6,902 million and $93 million, respectively.

(3) Policyholder liabilities and other policy-related balances include future policy benefits, policyholder account balances, other policy-related balances, policyholder dividends payable and the policyholder dividend obligation.

(4) Return on MetLife, Inc. s common equity is defined as net income (loss) available to MetLife, Inc. s common shareholders divided by MetLife, Inc. s average common stockholders equity.

(5) For the year ended December 31, 2009, shares related to the assumed exercise or issuance of stock-based awards have been excluded from the calculation of diluted earnings per common share as these assumed shares are anti-dilutive.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

On November 1, 2010, MetLife, Inc. acquired all of the outstanding shares of capital stock of ALICO, pursuant to the Stock Purchase Agreement, for a total purchase price of approximately $16.4 billion, subject to adjustment, which included cash of $7.2 billion and securities of MetLife, Inc. valued at $9.2 billion.

The unaudited pro forma condensed combined statement of operations and accompanying notes present the impact of the Acquisition on MetLife, Inc. s results of operations under the acquisition method of accounting. The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010 combines the historical consolidated statement of operations of MetLife, Inc. for the year ended December 31, 2010 (which includes ALICO s operations for the month of November 2010) with the historical combined statement of income of ALICO for the eleven months ended October 31, 2010, giving effect to the Acquisition as if it had been completed on January 1, 2010. The historical financial information has been adjusted in the unaudited pro forma condensed combined statement of operations to give effect to pro forma events that are directly attributable to the Acquisition and factually supportable, and are expected to have a continuing impact on the combined results.

The unaudited pro forma condensed combined statement of operations should be read in conjunction with the accompanying notes and in conjunction with the audited historical consolidated financial statements of MetLife, Inc. as of and for the year ended December 31, 2010 and the related notes, included in the 2010 Form 10-K.

The unaudited pro forma condensed combined statement of operations is not intended to reflect the results of operations that would have resulted had the Acquisition been effective during the period presented or the results that may be obtained by the combined company in the future. The unaudited pro forma condensed combined statement of operations for the period presented does not reflect future events that may occur after the Acquisition, including, but not limited to, expense efficiencies or revenue enhancements arising from the Acquisition. It also does not give effect to certain one-time charges that MetLife, Inc. expects to incur such as restructuring and integration costs. Future results may vary significantly from the results reflected in the unaudited pro forma condensed combined statement of operations.

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MetLife, Inc.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2010

	Historical MetLife December 31, 2010	Historical ALICO Eleven Months Ended October 31, 2010	Pro Forma Adjustments	Reclassification Adjustments	Notes	Pro Forma Combined
	(In millions, except per share data)					
Revenues						
Premiums	$ 27,394	$ 9,463	$ (160)	$ (1,123)	**5(a); 6(a)**	$ 35,574
Universal life and investment-type product policy fees	6,037		(107)	1,123	**4(p); 5(a)**	7,053
Net investment income	17,615	3,734	(857)		**4(a)**	20,492
Other revenues	2,328	5				2,333
Net investment gains (losses)	(657)	(98)	(229)		**4(s); 4(t); 6(a); 6(b)**	(984)
Total revenues	52,717	13,104	(1,353)			64,468
Expenses						
Policyholder benefits and claims	29,545	7,596	(324)	(2,135)	**4(q); 4(r); 4(v); 5(b); 6(a)**	34,682
Interest credited to policyholder account balances	4,925			2,135	**5(b)**	7,060
Policyholder dividends	1,486					1,486
Other expenses	12,803	3,790	(1,186)		**4(b)**	15,407
Total expenses	48,759	11,386	(1,510)			58,635
Income from continuing operations before provision for income tax	3,958	1,718	157			5,833
Provision for income tax expense	1,181	554	98		**4(u)**	1,833
Income from continuing operations, net of income tax	2,777	1,164	59			4,000
Less: Net income (loss) attributable to noncontrolling	(4)	36				32

interests										
Income from continuing operations, net of income tax, attributable to shareholders		2,781		1,128		59				3,968
Less: Preferred stock dividends		122								122
Income from continuing operations, net of income tax, attributable to common shareholders	$	2,659	$	1,128	$	59	$		$	3,846
Earnings Per Share										
Income per share from continuing operations, net of income tax, attributable to common shareholders										
Basic	$	3.01							$	3.64
Diluted	$	2.99							$	3.62
Weighted average number of common shares outstanding										
Basic		882								1,056
Diluted		890								1,063

See accompanying notes to unaudited pro forma condensed combined statement of operations

MetLife, Inc.

Notes to Unaudited Pro Forma Condensed Combined Statement of Operations

1. Description of Transaction

Under the terms of the Stock Purchase Agreement, on November 1, 2010, MetLife, Inc. (i) paid $7.2 billion to the Selling Securityholder in cash, and (ii) issued to the Selling Securityholder (a) 78,239,712 shares of Common Stock, (b) 6,857,000 shares of Series B Contingent Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock (the Series B Preferred Stock) of MetLife, Inc., and (c) 40,000,000 Common Equity Units with an aggregate stated amount at issuance of $3.0 billion, initially consisting of (x) the Stock Purchase Contracts; and (y) the Debentures.

2. Basis of Presentation

The unaudited pro forma condensed combined statement of operations is based on the historical financial statements of MetLife, Inc. and ALICO and combines the condensed consolidated statement of operations for the year ended December 31, 2010, for MetLife, Inc. (which includes ALICO s operations for the month of November 2010) and the combined statement of income for the eleven months ended October 31, 2010, for ALICO. For ease of reference, all pro forma adjustments reference MetLife, Inc. s December 31, 2010 year end date and no adjustments were made to ALICO s reported information for its different period-end date. Certain adjustments and reclassifications have been recorded in the unaudited pro forma condensed combined statement of operations to conform to MetLife, Inc. s accounting policies and are more fully described in Notes 4 and 5. The unaudited pro forma condensed combined statement of operations gives effect to the Acquisition as if it had occurred on January 1, 2010.

The unaudited pro forma condensed combined statement of operations is presented in accordance with the requirements of Article 11 of Regulation S-X published by the SEC. In accordance with Article 11 of Regulation S-X, discontinued operations and the related earnings per share data have been excluded from the presentation of the unaudited pro forma condensed combined statement of operations.

The unaudited pro forma condensed combined statement of operations and accompanying notes present the impact of the Acquisition on MetLife, Inc. s results of operations under the acquisition method of accounting. The acquisition method of accounting requires, among other things, that the consideration transferred be measured at fair value at the acquisition date and that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. Accordingly, for purposes of determining the pro forma adjustments in the condensed combined statement of operations, the assets acquired and liabilities assumed were assumed to have been recorded as of the acquisition date of January 1, 2010 at their respective fair values.

The pro forma adjustments reflecting the acquisition are based on certain estimates and assumptions. MetLife, Inc. s management believes that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the unaudited pro forma condensed combined statement of operations.

The unaudited pro forma condensed combined statement of operations is not intended to reflect the results of operations of the combined company that would have resulted had the Acquisition been effective during the period presented or the results that may be obtained by the combined company in the future.

3. Acquisition-Related Costs

During the year ended December 31, 2010, MetLife, Inc. incurred acquisition-related transaction costs, consisting primarily of investment banking and legal fees, of $106 million. This amount is reflected in MetLife, Inc. s historical consolidated statement of operations for the year ended December 31, 2010 and was included in other expenses. A pro forma adjustment has been made to eliminate these costs from the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010 due to their non-recurring nature.

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4. Pro Forma Adjustments

The following pro forma adjustments are included in the unaudited pro forma condensed combined statement of operations:

(a) Adjustments to reflect the increase/(decrease) in net investment income for the year ended December 31, 2010 as follows:

		For the Year Ended December 31, 2010	Note Reference
		(In millions)	
Adjustment to income associated with commercial mortgage-backed securities	$	6	4(c)
Adjustment to amortization/accretion of fixed maturities available-for-sale portfolio		(777)	4(c)
Elimination of interest income on investment in MetLife, Inc. debt securities		(8)	4(c)
Adjustment to net investment income associated with reclass of investment securities		(35)	4(d)
Adjustment to commercial mortgage loan income		45	4(e)
Adjustment to income associated with policy loans		(43)	4(f)
Recognition of income on indemnification asset		2	4(g)
Adjustment to depreciation expense on investment real estate		1	4(l)
Elimination of net investment income associated with Peru joint ventures		(48)	6(a)
	$	(857)	

(b) Adjustments to reflect the (decrease)/increase in other expenses for the year ended December 31, 2010 are as follows:

		For the Year Ended December 31, 2010	Note Reference
		(In millions)	
Adjustment to remove acquisition-related transaction costs incurred in 2010	$	(106)	3
Elimination of interest expense on MetLife, Inc. debt securities		(8)	4(c)
Elimination of amortization on historical DAC		(1,808)	4(h)
Adjustment to DAC amortization related to new business		242	4(h)
Amortization of VOBA, VODA and VOCRA		1,202	4(i)
Amortization of negative VOBA		(806)	4(j)
Elimination of expense associated with historical deferred sales inducements		(26)	4(k)
Adjustment to amortization of trademark assets		8	4(m)

Adjustment to depreciation/amortization expense associated with fixed assets and software capitalization		(13)	4(n)
Recognition of interest expense on debt securities issued in connection with Acquisition		129	4(o)
	$	(1,186)	

(c) An adjustment to decrease certain fixed maturity securities relating to commercial mortgage-backed securities to fair value based on MetLife, Inc. s valuation methodology was assumed to have been made as of January 1, 2010. The associated increase in net investment income is $6 million for the year ended December 31, 2010 related primarily to the net change in premium/discount of those securities. In addition, an adjustment to recognize the reduction of $777 million for the year ended December 31, 2010 was recorded to reflect the new cost basis and related amortization/accretion of the acquired fixed maturities available-for-sale portfolio.

The elimination of ALICO s investment in MetLife, Inc. s bonds resulted in the related elimination of intercompany interest income/interest expense of $8 million for the year ended December 31, 2010.

(d) An adjustment to reclassify trading securities to fixed maturity securities available-for-sale, short term investments and cash in accordance with MetLife, Inc. s intention not to hold the securities principally for the purpose of selling in the near term resulted in a reduction in net investment income of $35 million for the year ended December 31, 2010.

(e) An adjustment to decrease mortgage loans to fair value resulted in an increase in net investment income of $45 million for the year ended December 31, 2010.

(f) An adjustment to increase policy loans to fair value resulted in a reduction in net investment income of $43 million for the year ended December 31, 2010, related to the amortization of premium.

(g) An adjustment related to the change in value of indemnification assets established for potential recoveries related to the deterioration of fixed maturity securities (including commercial mortgage-backed securities), mortgage loans and certain investment funds resulted in an increase in net investment income of $2 million for the year ended December 31, 2010.

(h) An adjustment to eliminate ALICO s historical DAC, resulted in an amortization decrease of $1,808 million for the year ended December 31, 2010. In addition, the adjustment to increase other expenses for the DAC amortization related to new business in the period presented in conformity with MetLife, Inc. s accounting policy is $242 million for the year ended December 31, 2010.

(i) Adjustments to establish the VOBA, the value of distribution agreements acquired (*VODA*) and the value of customer relationships acquired (*VOCRA*) arising from the Acquisition resulted in an adjustment for the related amortization for VOBA, VODA and VOCRA of $1,202 million for the year ended December 31, 2010.

(j) For certain acquired blocks of business, the estimated fair value of acquired liabilities exceeded the initial policy reserves assumed at the acquisition date, resulting in a negative VOBA which resulted in an adjustment for the related amortization for negative VOBA of $806 million for the year ended December 31, 2010.

(k) An adjustment to eliminate ALICO s deferred sales inducement assets resulted in a reduction in amortization of $26 million for the year ended December 31, 2010.

(l) An adjustment to increase investment real estate to fair value resulted in an increase in net investment income of $1 million for the year ended December 31, 2010.

(m) An adjustment to recognize the trademark values acquired as an identifiable intangible asset arising from the Acquisition resulted in an adjustment for trademark amortization of $8 million for the year ended December 31, 2010.

(n) An adjustment to reduce fixed assets and capitalized software to conform to MetLife, Inc. s capitalization policy resulted in a reduction in depreciation expense of $13 million for the year ended December 31, 2010.

(o) An adjustment to reflect the issuance of the Debentures of $3.0 billion and the public offering of senior notes issued in August, 2010 of $3.0 billion in connection with the Acquisition was assumed to have been made as of January 1, 2010 and the increase in other expenses related to interest expense related to the Debentures and the senior notes is $129 million for the year ended December 31, 2010. Interest expense on the Debentures was based on an average annual contractual rate of 1.98%. Interest expense on the public offering of senior debt was calculated based on actual borrowing rates for the $3.0 billion in aggregate principal amount of senior notes.

(p) An adjustment to eliminate ALICO s historical unearned revenue is $107 million for the year ended December 31, 2010.

(q) Adjustment to remove the effects of changes in embedded derivatives on certain U.K. unit linked business contracts which reduce earnings by $99 million for the year ended December 31, 2010 since the related guarantees will not impact MetLife, Inc. s future earnings based on the provisions of the Stock Purchase Agreement.

(r) Adjustment to decrease policyholder benefits and claims incurred by $107 million for the year ended December 31, 2010 for the estimated effects of unlocking actuarial assumptions used in determining future net benefit premiums for certain traditional life insurance blocks of business and to reverse the mark to market effects of the fair value option used by ALICO for certain single premium variable life products in Japan as MetLife, Inc. did not exercise such a fair value election.

(s) Adjustment to reverse realized investment losses of $83 million for the year ended December 31, 2010, to conform to MetLife, Inc. s policy related to foreign exchange.

(t) Adjustment to realize a net investment loss of $9 million related to the release of unrealized gains/losses to realized gains/losses on foreign currency denominated fixed maturity securities for the year ended December 31, 2010.

(u) The unaudited pro forma condensed combined statement of operations pre-tax adjustments were tax effected at the U.S. tax rate of 35%. For purposes of the unaudited pro forma condensed statements of operations, it has been assumed that earnings of foreign subsidiaries will not be permanently reinvested. For the year ended December 31, 2010, the pro forma pre-tax adjustments resulted in an increase to income tax expense of $98 million.

(v) Adjustment to record an increase in indemnification assets of $138 million associated with certain litigation matters, which offsets the related litigation charge reflected in ALICO s statement of income for the eleven months ended October 31, 2010.

5. Reclassification Adjustments

The following reclassification adjustments have been made to conform ALICO s accounting policies to those of MetLife, Inc. which have been recorded in the unaudited pro forma condensed combined statement of operations:

(a) Adjustment to reclassify universal life and investment-type product policy fees of $1,123 million from premiums for the year ended December 31, 2010.

(b) Adjustment to reclassify interest credited to policyholder account balances of $2,135 million from policyholder benefits and claims for the year ended December 31, 2010.

6. Pre Closing Activities

(a) On October 27, 2010, ALICO sold its investments in two joint ventures in Peru resulting in a gain of $83 million which has been eliminated in the unaudited pro forma condensed combined statement of operations. In addition, the statement of operations items related to the Peru joint ventures have been eliminated in the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010 and are presented below.

	Eleven Months Ended October 31, 2010 (In millions)

Revenues	
Premiums	$ 160
Net investment income	48
Net investment gains	5
Expenses	
Policyholder benefits and claims	178
Net income attributable to noncontrolling interests	22

(b) Prior to the closing of the Acquisition, AIG was required to complete certain transactions that affect ALICO, as required by the Stock Purchase Agreement. As a result, the following adjustments to eliminate gains were made in the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010:

(i) a gain of $29 million for the year ended December 31, 2010 associated with an intercompany settlement of a foreign currency derivative between the ALICO and AIG;

(ii) a gain of $78 million for the year ended December 31, 2010, associated with the intercompany settlement of swap positions between the ALICO and AIG Financial Products; and

(iii) a gain of $108 million for the year ended December 31, 2010, associated with the sale of AIG common stock to AIG.

7. Pro Forma Earnings Per Share

The pro forma basic and diluted earnings per share amounts presented in the unaudited pro forma condensed combined statement of operations are based upon the estimated weighted average number of common shares outstanding, as adjusted for the following items:

(i) the public offering of 86,250,000 shares of Common Stock issued on August 6, 2010, in connection with financing the cash portion of the transaction;

(ii) the issuance of 78,239,712 shares of Common Stock to the Selling Securityholder; and

(iii) conversion of the Series B Preferred Stock into 68,570,000 shares of Common Stock.

	Year Ended December 31, 2010 (in millions)
Basic	
Weighted average common shares outstanding, as reported(1)	823
Common shares issued in connection with the Acquisition(2)	164
Common shares upon conversion of Series B Preferred Stock(3)	69
Weighted average common shares outstanding, pro forma	1,056
Diluted	
Weighted average common shares outstanding, as reported(1)	830
Common shares issued in connection with the Acquisition(2)	164
Common shares upon conversion of Series B Preferred Stock(3)	69
Weighted average common shares outstanding, pro forma	1,063

(1)

Weighted average common shares, as reported for both basic and diluted, are adjusted to remove the incremental common shares associated with Common Stock issued on August 6, 2010, as well as the incremental common shares associated with the Common Stock and the Series B Preferred Stock issued to the Selling Securityholder on November 1, 2010 in connection with the Acquisition. The shares associated with Common Stock are included in the total Common shares issued in connection with the Acquisition and assumed to be outstanding for the entire 2010 year. The shares associated with the Series B Preferred Stock are included in the total Common shares upon conversion of Series B Preferred Stock and are assumed to be outstanding for the entire 2010 year.

(2) Includes shares issued on August 6, 2010 as well as shares of Common Stock issued to the Selling Securityholder on November 1, 2010.

(3) For purposes of the earnings per share calculation, the Series B Preferred Stock is treated on an as-converted basis for both basic and diluted weighted average shares.

USE OF PROCEEDS

MetLife, Inc. will not receive any proceeds from the sale of the Common Equity Units by the Selling Securityholder. All of the Common Equity Units being offered and sold by the Selling Securityholder in this offering are currently being held in the Indemnification Collateral Account under the Stock Purchase Agreement, entered into in connection with the Acquisition.

In accordance with the Amended Indemnification Collateral Agreement, $3.0 billion of the net proceeds from the sale of the Common Equity Units will be deposited in the Indemnification Collateral Account and substituted for the applicable Common Equity Units held therein. To the extent that the net proceeds from the sale of the Common Equity Units exceed $3.0 billion, the Selling Securityholder will retain any such excess. Such Common Equity Units will be thereafter transferred to the underwriters for delivery to you and the proceeds from their sale up to $3.0 billion will remain in the Indemnification Collateral Account as indemnification collateral under the Stock Purchase Agreement.

CAPITALIZATION

The following table sets forth our consolidated capitalization at December 31, 2010, on an actual basis and as adjusted to give effect to the Concurrent Offering and the repurchase (the *Repurchase*) from the Selling Securityholder of the Series B Preferred Stock. This information should be read in conjunction with our consolidated financial statements at December 31, 2010, including the notes thereto, and other financial information pertaining to us incorporated herein by reference as well as the unaudited pro forma financial information included in Unaudited Pro Forma Condensed Combined Statement of Operations.

	At December 31, 2010	
	Actual	As Adjusted for the Concurrent Offering and the Repurchase (1)(2)
	(In millions)	
Short-term debt	$ 306	
Long-term debt(3)	27,586	
Collateral financing arrangements	5,297	
Junior subordinated debt securities	3,191	
Total debt	36,380	
MetLife, Inc. s Stockholders Equity:		
Preferred stock, at par value	1	
Convertible preferred stock, at par value		
Common stock, at par value	10	
Additional paid-in capital	26,423	
Retained earnings	21,363	
Treasury stock, at cost	(172)	
Accumulated other comprehensive income	1,000	
Total MetLife, Inc. s stockholders equity	48,625	