

METLIFE INC

Form 4

August 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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if no longer
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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
METLIFE INC2. Issuer Name and Ticker or Trading
Symbol
Brighthouse Financial, Inc. [BHF]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 PARK AVENUE

(Street)3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2017☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10166

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common Stock, par value \$0.01 per share | 08/03/2017 ⁽¹⁾⁽²⁾ | | A | 119,673,106 ^{(1) (2)} | A ⁽¹⁾ ⁽²⁾ 119,773,106 ^{(1) (2)} | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| METLIFE INC 200 PARK AVENUE NEW YORK, NY 10166 | X | X | | |

Signatures

/s/ Jeannette N. Pina, Vice President and Secretary of
MetLife, Inc.

08/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On July 27, 2017, MetLife, Inc. ("MetLife") agreed to contribute all of the common interests of Brighthouse Holdings, LLC to Brighthouse Financial, Inc. ("Brighthouse Financial") and, in exchange, Brighthouse Financial agreed to issue shares of its common stock to MetLife in a number to be determined, and to pay other consideration to MetLife. On August 3, 2017 Brighthouse Financial

(1) determined that it would issue 119,673,106 shares of its common stock to MetLife. Brighthouse Financial's Registration Statement on Form 10, as amended, describes the assets of Brighthouse Holdings, LLC. Prior to this transaction, MetLife owned 100,000 shares of Brighthouse Financial common stock. Both prior to and subsequent to the reported transaction, MetLife owned 100% of Brighthouse Financial outstanding common stock.

(2) MetLife has announced that it expects to distribute 96,776,670 of the 119,773,106 shares of Brighthouse Financial common stock to MetLife common stockholders on August 4, 2017. The record date for the distribution was 5:00 p.m., New York City time, July 19, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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