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METLIFE INC
Form 8-K
November 21, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: November 21, 2003

(Date of earliest event reported)

MetLife, Inc.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-15787 ----- (Commission File Number)	13-4075851 ----- (I.R.S. Employer Identification No.)
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One Madison Avenue, New York, New York 10010-3690

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(212) 578-2211

Item 5. Other Events.

On November 18, 2003, MetLife, Inc., a Delaware corporation, entered into (i) an underwriting agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) and (ii) a pricing agreement relating to \$200 million aggregate principal amount of 5.875% senior notes due November 21, 2033 (the "Senior Notes") (attached hereto as Exhibit 1.2 and incorporated herein by

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reference), each between MetLife, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, pursuant to which Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named in the pricing agreement, agreed to purchase the Senior Notes from MetLife, Inc.

The Senior Notes were sold pursuant to the registration statement on Form S-3 (File Nos. 333-61282, 333-61282-01 and 333-61282-02) (the "Registration Statement") filed by MetLife, Inc. with the Securities and Exchange Commission on May 18, 2001, as amended on May 30, 2001, and a prospectus supplement dated November 18, 2003 and accompanying prospectus dated June 1, 2001.

The terms of the Senior Notes are set forth in an indenture dated as of November 9, 2001 (previously filed as an exhibit to a Form 8-K filed by MetLife, Inc. with the Securities and Exchange Commission on November 28, 2001 and incorporated herein by reference), as supplemented by a fifth supplemental indenture dated as of November 21, 2003 (attached hereto as Exhibit 4.1 and incorporated herein by reference).

Item 7. Financial Statements and Exhibits.

The following documents are filed with reference to and hereby incorporated by reference into the Registration Statement.

- (c) Exhibits
 - 1.1 Underwriting Agreement dated November 18, 2003 between MetLife, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named in the Pricing Agreement included as Exhibit 1.2 below.
 - 1.2 Pricing Agreement dated November 18, 2003 between MetLife, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein, relating to the Senior Notes.
 - 4.1 Fifth Supplemental Indenture dated as of November 21, 2003 between MetLife, Inc. and J.P. Morgan Trust Company, National Association (as successor to Bank One Trust Company, N.A.), as trustee, relating to the Senior Notes.
 - 4.2 Form of Senior Note (filed as Exhibit A to Exhibit 4.1 above).
 - 5.1 Opinion of James L. Lipscomb, Esq.
 - 23.1 Consent of James L. Lipscomb, Esq. (included in Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

METLIFE, INC.

By: /s/ Gwenn L. Carr

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Name: Gwenn L. Carr
Title: Vice-President and Secretary

Date: November 21, 2003

EXHIBIT INDEX

Exhibit Number -----	Exhibit -----
1.1	Underwriting Agreement dated November 18, 2003 between MetLife, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named in the Pricing Agreement included as Exhibit 1.2 below.
1.2	Pricing Agreement dated November 18, 2003 between MetLife, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the underwriters named therein, relating to the Senior Notes.
4.1	Fifth Supplemental Indenture dated as of November 21, 2003 between MetLife, Inc. and J.P. Morgan Trust Company, National Association (as successor to Bank One Trust Company, N.A.), as trustee, relating to the Senior Notes.
4.2	Form of Senior Note (filed as Exhibit A to Exhibit 4.1 above).
5.1	Opinion of James L. Lipscomb, Esq.
23.1	Consent of James L. Lipscomb, Esq. (included in Exhibit 5.1)