



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
INVESTMENT MANAGEMENT

June 29, 2021

Via Email

James Rodolakis  
Massachusetts Mutual Life Insurance Company  
1295 State Street  
Springfield, MA 01111  
JRodolakis@MassMutual.com

Re: Massachusetts Mutual Variable Annuity Separate Account 4  
Registration Statement on Form N-4  
File No. 333-255824

Dear Mr. Rodolakis:

On May 6, 2021, you filed a registration statement on Form N-4 on behalf of Massachusetts Mutual Life Insurance Company (the "Company") and its separate account, Massachusetts Mutual Variable Annuity Separate Account 4 (the "Registrant"). We have reviewed the registration statement and have provided our comments below. Where a comment is made in one location, it is applicable to all similar disclosure appearing elsewhere in the registration statement. All capitalized terms not otherwise defined herein have the meaning given to them in the registration statement.

**General**

1. Please advise whether there are any types of guarantees or support agreements with third parties to support any of the Company's obligations under the contract or whether the Company will be solely responsible for payment of contract benefits.
2. Please remove all brackets and provide any missing information such as the financials in your next filing with the Commission. We may have further comments.
3. Please confirm, if true, that the Company does not intend to use rate sheet supplements to update information in the prospectus.

**Prospectus**

**Page 1 – Rate Sheet Prospectus Supplement**

4. Please explain to us what the difference is between Withdrawal Rates and Lifetime Guarantee Rates.

## **Page 2 – Rate Sheet Prospectus Supplement**

5. In the last sentence of the last paragraph, disclosure states, “The Withdrawal Rates and the Lifetime Guarantee Rates applicable to your Contract below will not change for the life of your Contract.” However, disclosure above this sentence states that there are cases where withdrawal rates can change. Please explain.
6. Please confirm that the rate sheet information describes the new withdrawal benefit.

## **Page 4 – Key Information Table**

7. In the first table, please revise the headings to conform to Item 2, Instruction 1(a) of Form N-4. For example, some headings should be in the singular, not the plural. Please also provide hyperlinks to cross-references to conform to Item 2, Instruction 1(b) of Form N-4.

## **Page 11 – Additional Information About Fees**

8. In the heading titled, “Annual Transaction Expenses,” please delete “Annual.” *See* Item 4 of Form N-4.
9. In the introductory sentence for the second table, disclosure states, “The next table describes the fees and expenses you will pay each year during the time you own the Contract, not including underlying Fund fees and expenses.” After that sentence, please add, “If you choose to purchase an optional benefit, you will pay additional charges, as shown below.” *See* Item 4 of Form N-4.
10. In the second table, please revise the headings to conform to Item 4 of Form N-4. For example, please use headings, such as “Annual Contract Expenses,” “Base Contract Expenses (as a percentage of average account value,” and “Optional Benefit Expenses (as a percentage of benefit base or other (e.g., average account value)),” or explain why different headings are appropriate.
11. In the table titled, “Total Annual Fund Operating Expenses,” please list costs without reimbursement. *See* Item 4, Instructions 16 and 17 of Form N-4.

## **Page 12 – Examples**

12. Please present the column titled, “Maximum Expense” first and the column titled, “Current Expenses” second. *See* Item 4, Instruction 5 of Form N-4.

## **Page 23 – Purchase Payments**

13. In the last sentence of the second paragraph, disclosure states, “If RetirePay is in effect with your Contract, you are subject to the restrictions on additional Purchase Payments under the RetirePay Benefit Base provisions.” Please clarify whether this statement covers all contracts, including RetirePay, subject to restrictions, or whether it only applies to a contractholder who has selected RetirePay (i.e., do you expect that all contractholders will select?).

#### **Page 41 – MassMutual RetirePay**

14. Please confirm that the contract value cannot go to zero through withdrawals that are not excess withdrawals and that the contractholder will continue to receive a lifetime withdrawal benefit. Also, please consider making this section more prominent (e.g., bold font).

#### **Page 42 – Rate Sheet Comparison Process**

15. In the first line, disclosure states, “Subject to satisfying the Rate Sheet Eligibility Conditions established in the applicable Rate Sheet, if after your application submit date and prior to your issue date, a subsequent Rate Sheet is issued with only beneficial changes to the RetirePay Terms, the subsequent Rate Sheet will apply.” Please add disclosure that explains what you mean by “beneficial.”

#### **Page 44 – Payments During the Settlement Phase**

16. Please supplementally explain the rationale behind the settlement phase. Is this phase common? Why can’t a contractholder continue to make withdrawals as they wish?

#### **Page 46 – Impact of Excess Withdrawals**

17. Please highlight the contrast between the effect of a withdrawal of the benefit base and the effect on the contract value, which is dollar-for-dollar (e.g., “Unlike the effect on contract value, which is dollar-for-dollar...”).

#### **Page 49 – Important RetirePay Considerations**

18. Regarding the second bullet point, please supplementally explain how this section operates (e.g., effect of postponing withdrawals).

19. Please consider making the fifth bullet point regarding RetirePay more prominent (e.g., bold font). (possibility of benefit increase being offset by withdrawal).

#### **Page 50 – Important RetirePay Considerations**

20. In the penultimate bullet point, disclosure states, “For mathematical examples illustrating how RetirePay operates, see prospectus Appendix E.” However, it appears that the mathematical examples referred to are in Appendix F. Please revise.

#### **Page 50 -- Withdrawals**

21. Please add disclosure regarding involuntary redemptions and revocation rights. See Item 12(e) and (f) of Form N-4.

#### **Page 65 – Appendix A: Funds Available Under the Contract**

22. In the first sentence, disclosure states, “The following is a list of Funds currently available under the Contract, which is subject to change, as discussed in the prospectus for the Contract.”

The sentence structure suggests that the Contract is subject to change. If this is not the case, please restructure the sentence.

**Statement of Additional Information**

**Page 2 – The Company**

23. Please provide the date and form of the Registrant and the Registrant’s classification pursuant to section 4 of the Investment Company Act of 1940 (i.e., a separate account and a unit investment trust). *See* Item 19(b) of Form N-4.

**Exhibits**

24. Please file any missing exhibits, including the auditor’s consent.

\* \* \* \* \*

We note that portions of the filing are incomplete. We may have additional comments on those portions when you complete them in a pre-effective amendment, on disclosures made in response to this letter, on information supplied in your response letter, or on exhibits added in any pre-effective amendments.

A response to this letter should be in the form of a pre-effective amendments filed pursuant to Rule 472 under the Securities Act. The pre-effective amendments should be accompanied by a supplemental letter that includes your responses to each of these comments. Where no change will be made in the filing in response to a comment, please indicate this fact in your supplemental letter and briefly state the basis for your position.

We remind you that the Company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Should you have any questions regarding this letter, please contact me at (202) 551-5166.

Sincerely,  
/s/ Lisa N. Larkin  
Lisa N. Larkin  
Senior Counsel

cc: Keith Carpenter, Senior Special Counsel  
Christian Sandoe, Assistant Director