



DIVISION OF  
CORPORATION FINANCE

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

June 18, 2015

Via E-Mail

Benjamin Nixon  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099

**Re: MetLife, Inc.**  
**Schedule TO-I/A filed June 12, 2015**  
**Response letter dated June 10, 2015**  
**File No. 5-58857**

Dear Mr. Nixon:

This letter serves to memorialize the matters discussed in our telephone conversation on June 12, 2015.

We have considered your June 10, 2015 responses to comments 3 and 4 in our prior comment letter dated June 8, 2015. We continue to have concerns regarding the application of Rules 13e-4(f)(6) and 14e-5 as applied to the facts of your offer, and specifically to the redemption that will occur immediately thereafter. We continue to believe that redemptions effected on the timing described in your offer materials would implicate Rules 13e-4(f)(6) and 14e-5. However, the staff will not conduct any further review of this issue at this time.

Please direct any questions about this letter or your filing to me at 202-551-3263.

Sincerely,

/s/ Christina Chalk

Christina Chalk  
Senior Special Counsel  
Office of Mergers and Acquisitions