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METLIFE INC

Form 425

August 29, 2008

Filed by Reinsurance Group of America, Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed under other applicable sections

of the Securities Exchange Act of 1934

Subject Company: MetLife, Inc.

Commission File No.: 001-15787

Subject Company: Reinsurance Group of America, Incorporated

Commission File Nos.: 333-151390 and 333-152828

On September 2, 2008, Reinsurance Group of America, Incorporated will begin making a series of presentations to investors using the following materials.

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Reinsurance Group of America

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RGA / MET Exchange Offer  
September 2008

**CAUTIONARY STATEMENT REGARDING  
FORWARD-LOOKING STATEMENTS**

This presentation contains both historical and forward-looking statements. Forward-looking statements are not based on historical facts, but rather reflect the Company's current expectations, estimates and projections concerning future results and events. Forward-looking statements generally can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as believe, expect, anticipate, may, could, intend, intent, belief, estimate, plan, foresee, likely, will or other similar words or phrases. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other factors that are difficult to predict and that may cause the Company's actual results, performance or achievements to vary materially from what is expressed in or indicated by such forward-looking statements. The Company cannot make any assurance that projected results or events will be achieved.

The risk factors set forth in the Company's prospectus dated August 11, 2008 and proxy statement/prospectus dated August 4, 2008 in the respective sections entitled Risk Factors, and the matters discussed in RGA's SEC filings, including the Management's Discussion and Analysis of Financial Condition and Results of Operations sections of RGA's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and RGA's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2008 and June 30, 2008, could affect future results, causing these results to differ materially from those expressed in RGA's forward-looking statements.

The forward-looking statements included in this document are only made as of the date of this document and RGA has no obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances.

Numerous important factors could cause actual results and events to differ materially from those expressed or implied by forward-looking statements including, without limitation, (1) adverse changes in mortality, morbidity, lapsation or claims experience, (2) changes in our financial strength and credit ratings or those of MetLife, Inc. ("MetLife"), the beneficial owner of a majority of our common shares, or its subsidiaries, and the effect of such changes on our future results of operations and financial condition, (3) inadequate risk analysis and underwriting, (4) general economic conditions or a prolonged economic downturn affecting the demand for insurance and reinsurance in our current and planned markets, (5) the availability and cost of collateral necessary for regulatory reserves and capital, (6) market or economic conditions that adversely affect our ability to make timely sales of investment securities, (7) risks inherent in our risk management and investment strategy, including changes in investment portfolio yields due to interest rate or credit quality changes, (8) fluctuations in U.S. or foreign currency exchange rates, interest rates, or securities and real estate markets, (9) adverse litigation or arbitration results, (10) the adequacy of reserves, resources and accurate information relating to settlements, awards and terminated and discontinued lines of business, (11) the stability of and actions by governments and economies in the markets in which we operate, (12)

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competitive factors and competitors' responses to our initiatives, (13) the success of our clients, (14) successful execution of our entry into new markets, (15) successful development and introduction of new products and distribution opportunities, (16) our ability to successfully integrate and operate reinsurance business that we acquire, (17) regulatory action that may be taken by state Departments of Insurance with respect to us, MetLife, or its subsidiaries, (18) our dependence on third parties, including those insurance companies and reinsurers to which we cede some reinsurance, third-party investment managers and others, (19) the threat of natural disasters, catastrophes, terrorist attacks, epidemics or pandemics anywhere in the world where we or our clients do business, (20) changes in laws, regulations, and accounting standards applicable to us, our subsidiaries, or our business, (21) the effect of our status as an insurance holding company and regulatory restrictions on our ability to pay principal of and interest on our debt obligations, and (22) other risks and uncertainties described in this document and in our other filings with the Securities and Exchange Commission.

**Additional Information and Where You Can Find It**

In connection with MetLife's proposed divestiture of its stake in RGA, on August 11, 2008, RGA filed with the Securities and Exchange Commission (the SEC) a registration statement on Form S-4 (No. 333-152828), as amended, which includes a form of prospectus relating to the exchange offer. On August 14, 2008, MetLife filed with the SEC a statement on Schedule TO. In addition, RGA has filed with the SEC a registration statement on Form S-4 (File No. 333-151390), as amended, which includes a final proxy statement/prospectus dated August 4, 2008 related to the recapitalization. **Investors and holders of RGA and MetLife securities are strongly encouraged to read the registration statements and any other relevant documents filed with the SEC, including the prospectus dated August 11, 2008 relating to the exchange offer and related exchange offer materials, the tender offer statement on Schedule TO, and the proxy statement/prospectus dated August 4, 2008 relating to the recapitalization, as well as any amendments and supplements to those documents, because they contain important information about RGA, MetLife, and the proposed transactions.** The prospectus relating to the exchange offer and related exchange offer materials have been mailed to stockholders of MetLife. The proxy statement/prospectus relating to the recapitalization and related transactions has been mailed to shareholders of RGA. Investors and security holders can obtain free copies of the registration statements, the prospectus relating to the exchange offer and related exchange offer materials and the tender offer statement on Schedule TO, and the proxy statement/prospectus relating to the recapitalization, as well as other filed documents containing information about MetLife and RGA, without charge, at the SEC's web site ([www.sec.gov](http://www.sec.gov)). Free copies of RGA's filings also may be obtained by directing a request to RGA, Investor Relations, by phone to (636) 736-7243, in writing to Mr. John Hayden, Vice President-Investor Relations, Reinsurance Group of America, Incorporated, 1370 Timberlake Manor Parkway, Chesterfield, Missouri, 63017, or by email to [investrelations@rgare.com](mailto:investrelations@rgare.com). Free copies of MetLife's filings may be obtained by directing a request to MetLife, Investor Relations, by phone to (212) 578-2211, in writing to MetLife, Inc., 1 MetLife Plaza, Long Island City, NY 11101, or by email to [metir@metlife.com](mailto:metir@metlife.com). Neither RGA, MetLife nor any of their respective directors or executive officers or the dealer managers, with respect to the exchange offer makes any recommendation as to whether you should participate in the exchange offer.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Such an offer may be made solely by a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

RGA, MetLife and their respective directors and executive officers may be deemed, under SEC rules, to be participants in the solicitation of proxies from RGA's shareholders with respect to the proposed recapitalization. Information regarding the directors and executive officers

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of RGA is included in its definitive proxy statement for its 2008 Annual Meeting of Shareholders filed with the SEC on April 9, 2008. Information regarding the directors and officers of MetLife is included in the definitive proxy statement for MetLife's 2008 Annual Meeting of Shareholders filed with the SEC on March 18, 2008. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities holdings or otherwise, is set forth in the proxy statement/prospectus dated August 4, 2008 and the prospectus dated August 11, 2008 relating to the exchange offer, each as may be amended from time to time, and other materials to be filed with the SEC in connection with the proposed transactions.

### **Participants in the Solicitation**

### **Non-GAAP Measures**

RGA uses a non-GAAP financial measure called operating income as a basis for analyzing financial results. This measure also serves as a basis for establishing target levels and awards under RGA's management incentive programs. Management believes that operating income, on a pre-tax and after-tax basis, better measures the ongoing profitability and underlying trends of the company's continuing operations because that measure excludes the effect of net realized capital gains and losses, changes in the fair value of certain embedded derivatives and related deferred acquisition costs. These items tend to be highly variable primarily due to the credit market and interest rate environment and are not necessarily indicative of the performance of our underlying businesses. Additionally, operating income excludes any net gain or loss from discontinued operations, which management believes is not indicative of the company's ongoing operations. The definition of operating income can vary by company and is not considered a substitute for GAAP net income.

Additionally, the Company evaluates its stockholder equity position excluding the impact of Other Comprehensive Income. This is also considered a non-GAAP measure. The Company believes it is important to evaluate its stockholders' equity position to exclude the effect of Other Comprehensive Income since the net unrealized gains or losses included in Other Comprehensive Income primarily relate to changes in interest rates, credit spreads on its investment securities and foreign currency fluctuations that are not permanent and can fluctuate significantly from period to period.

Reconciliations of non-GAAP measures to the nearest GAAP measures are provided at the end of this presentation.

Effective in 1Q 2006, the Company changed its capital allocation methodology from a regulatory-based approach to an economic-based approach. To enhance comparability, all prior period segment results in this presentation have been adjusted to reflect the new methodology.

This change in capital allocation does not affect the Company's reported consolidated financial results.

### **Capital Allocation**

Transaction Summary

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Transaction Summary

- (1) Expiration of split-off may be extended to September 15, 2008, if exchange ratio limit is in effect at the end of the originally contemplated split-off period.

**Recapitalization**

**RGA recapitalizes its single class of stock into two classes of stock (Class**

**A**

**low vote; Class B**

**high vote)**

**Results in 29,243,539 MET**

**-**

**owned shares of High Vote Class B Common**

**Stock**

**RGA Shareholder Vote**

**September 5, 2008**

**Shares**

**to Be**

**Exchanged (Split**

**-**

**Off)**

**29,243,539 RGA Class B Shares owned by MET**

**for**

**outstanding MET**

**Common Stock**

**Split**

-

**Off Fixed Discount**

**Mechanism**

**RGA Class B shares offered at a 10% discount to MET shareholders**

**subject to a limit of 1.3071 shares of RGA Class B**

**Common Stock per**

**share of MET**

**Split**

-

**Off Expiration**

**September 11, 2008**

**(1)**

**Potential**

**Conversion of**

**RGA Dual Class Stock**

**RGA currently expects that, following the transactions, the RGA**

**Board of**

**D**

**irectors**

**will consider submitting a proposal to RGA s sharehol**

**ders to**

**convert the dual**

-

**class structure into a single**

-

**class st**

r

ucture. However,

there is no binding commitment by the RGA B

oard of

D

irectors

to

, and

there can be no assurance that the RGA Board of Directors will, consider

proposing a conversion or resolv

e to

submit such a proposal

to the RGA

shareholders

, and if submitted, there can be no

assurance

that the RGA

shareholders would approve

such a

conversion

Dealer Managers

Goldman Sachs

Merrill Lynch

Information Agent

D.F. King

Split

-

**Off Website**

**<http://www.dfking.com/metlife>**

A. Greig Woodring (CEO)

**RGA Investment Highlights**

**Second largest North American life reinsurer with established and expanding global presence**

**A leading facultative reinsurer with high degree of mortality expertise; provides competitive advantage**

**Multiple growth opportunities stemming from on-going industry consolidation and international expansion**

**Proven track record of delivering strong top and bottom-line growth**

**Increased independence post-separation from MetLife**

**Industry-leading management team**

**Top Five Life Reinsurers Now Account for 76% of Market, Up From 48% in 1997**

Source: 2007 Munich American / Society of Actuaries Reinsurance Survey

1.8
156.2
General Re Life
10
2.3
195.2
Canada Life
9
3.2
274.8
SCOR
8
4.3
362.4
Generali
7
4.8

406.4

ERC

6

9.9

850.0

Transamerica Re

5

11.4

970.0

Scottish Re

4

13.2

1,132.4

Munich American Re

3

**16.7**

**1,429.1**

**RGA**

**2**

24.5

\$2,090.8



Swiss Re

1

(\$ in billions)

**Share**

**Market**

**Force**

**Reinsurance In**

**Life**

**Reinsurer**

**Rank**

**North America In 2007**

**Worldwide in 2006**

**Rank**

**Reinsurer**

**Gross Life**

**Reinsurance**

**Premiums**

(\$ in millions)

1

Swiss Re

\$

10,378

2

Munich Re Group

10,114

**3**

**RGA**

**4,732**

4

Hannover Re

3,686

5

Scor

3,039

6

Berkshire Hathaway

2,476

7

Transamerica Re (Aegon)

2,259

8

Scottish Re Group, Ltd.

1,842

9

Reliastar

675

10

XL Re

597

Source: Standard & Poor's

Operational Strength

**Leading new business  
market share (23%) in  
U.S.<sup>(1)</sup>**

**Leading new business  
market share (35%) in  
Canada<sup>(1)</sup>**

**Largest facultative  
reinsurer<sup>(2)</sup>**

**High single-digit  
premium growth**

**Long track record of  
profitability**

**Region-wide leader in  
individual new  
business (26%)<sup>(3)</sup>**

**Second largest  
reinsurer of new group  
life (20%) market  
share<sup>(3)</sup>**

**Market leader in new  
treaty line acquisition<sup>(3)</sup>**

**Strong North American  
Market Positions**

**Third-largest life &  
health reinsurer in  
the UK&I<sup>(4)</sup>**

**Well-established in  
Spain**

**New Offices in Italy,  
Germany, France,  
and Poland**

**Changes in  
regulation and  
solvency measures  
expected to provide  
opportunities for new  
market entrants**

**Well Positioned in  
Rapidly Growing Asian  
Markets**

**Continued Expansion  
into Europe Offers  
Growth Opportunities**

<sup>(1)</sup> 2007 Munich American / Society of Actuaries Reinsurance Survey

<sup>(2)</sup> Based on Company estimate

<sup>(3)</sup> NMG Financial Services Consulting 2008 Programme (March)

<sup>(4)</sup> NMG Financial Services Consulting Risk Premium Monitor 2006

**Expanding Global Presence**

Total 2003 Pre-tax Operating Income = \$263M

2003 Pre-tax Operating Income  
by Operating Segment

YTD June 30, 2008 Pre-tax Operating  
Income by Operating Segment

Note: Figures include results from the U.S., Canada, Asia Pacific and Europe & South Africa operating segments; exclude Corporate segment. See Reconciliations of Non-GAAP Measures at the end of this presentation.

Total YTD June 30, 2008 Pre-tax

Operating Income = \$289M

**Leading Facultative  
Franchise**

**Recognized facultative expertise**

**Provide a market for non-conforming risks**

**Significant barriers to entry**

**Fosters closer relationships with cedants**

**Leverage for additional business opportunities**

**Provides some pricing power for automatic  
business**

**Frequent entry point for international business  
development**

**Significant Growth  
Opportunities**

**Expect intermediate  
growth of 8%-10% in  
traditional market going  
forward**

**Limited number of  
competitors; good  
pricing environment  
expected to continue**

**Little impact from start-  
ups**

**Some direct companies  
retaining more business**

**Highest growth rates likely to  
come from Asia Pacific (primarily  
Japan and South Korea)**

**Penetration rates in most of Asia  
Pacific are very low; Australia is  
the exception**

**UK growth is moderating;  
increase in number of  
competitors**

**India and China represent  
longer-term significant  
opportunities**

**EU solvency and other  
regulatory risk based capital  
initiatives will likely be a catalyst  
for additional reinsurance  
opportunities**

**North America**

**International**

North America Market  
Continues to Grow

*Source: Munich American / Society of Actuaries Reinsurance Surveys*

(\$ in billions)

**+8%**

**+15%**

**+5%**

**+4%**

**+2%**

**+76%**

**+12%**

**+16%**

**+1%**

**+16%**

(\$ in billions)

**Although cession rates in the U.S. market have fallen over the past several years, RGA has continued to grow through market share increases.**

United States

Life Reinsurance Inforce

Life Reinsurance Inforce

Canada



Strong Track Record of Growth

<b>Share Price</b>	<b>\$12.28*</b>	<b>\$52.48</b>	<b>10.9%</b>
<b>Market Cap</b>	<b>\$480M</b>	<b>\$3.3B</b>	<b>14.8%</b>
<b>Assets</b>	<b>\$1.2B</b>	<b>\$21.6B</b>	<b>22.9%</b>
<b>Net Income</b>	<b>\$34.1M</b>	<b>\$293.8M</b>	<b>16.6%</b>
<b>Premiums</b>	<b>\$380M</b>	<b>4.9B</b>	<b>20.0%</b>
<b>Employees</b>	<b>198</b>	<b>1,066</b>	<b>12.8%</b>

**\* Split-adjusted**

**December 31,  
1993**

**December 31,  
2007**

**CAGR**

Increased Independence  
Post-Separation from MetLife

**Expected to eliminate overhang and increase liquidity and public float for RGA common stock**

**Expected to result in wider following by equity research community**

**Expected to facilitate use of RGA common stock as acquisition currency and source of capital and enhance the attractiveness of RGA's equity-based compensation plans**

**Expected to allow RGA to pursue future business initiatives free from constraint of a controlling corporate shareholder**

**Expected to eliminate potential customer conflicts, given that some key customers of RGA directly compete with MetLife**

**Expected to permit RGA shareholders to share in any premium associated with any subsequent change in control of RGA**

**For a broader discussion of the potential advantages and disadvantages of the separation from MetLife, see "RGA's Reasons for the Recapitalization" in the prospectus dated August 11, 2008**

**Industry-Leading  
Management Team**

(1)

Includes experience in life insurance and life reinsurance industries

(2)

Includes experience with RGA's predecessor, the reinsurance division of General American Life Insurance Company

**Years Experience**

**Name**

**Position**

**In Industry**

(1)

**With RGA**

(2)

**A. Greig Woodring**

**President, Chief Executive Officer, and Director**

**33**

**29**

**Jack B. Lay**

**Senior E.V.P. and Chief Financial Officer**

**17**

**14**

**Paul A. Schuster**

**Senior E.V.P., U.S. Operations**

**32**

**17**

**Graham S. Watson**

**Senior E.V.P., International and Chief Marketing Officer**

**38**

**12**

**David B. Atkinson**

**E.V.P.**

**33**

**22**

**Brendan J. Galligan**

**E.V.P., Asia Pacific**

**30**

**18**

**John P. Laughlin**

**E.V.P., U.S. Financial Markets**

**24**

**13**

**Robert M. Musen**

**E.V.P.**

**32**

**8**

**Paul Nitsou**

**E.V.P., International**

**23**

**12**

**Alain P. Neemeh**

**President and Chief Executive Officer, RGA Canada**

**11**

**11**

**A. David Pelletier**

**E.V.P.**

**24**

**13**

**Michael S. Stein**

**E.V.P., U.S. Operations**

**27**

**10**

Overview of Financial  
Performance

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Jack B. Lay (CFO)

Financial Highlights

<b>Operating EPS Growth</b>	<b>14%</b> (5-year CAGR, 2003-2007)
<b>Premium Growth</b>	<b>13%</b> (2007 compared to 2006)
<b>Return on Equity*</b>	<b>14%</b> (2007)
<b>BV/Share Growth*</b>	<b>14%</b> (5-year and 14-year CAGR)
<b>Operating EPS Growth</b>	<b>14%</b>
<b>Return on Equity*</b>	<b>14%</b>

**Historical Performance**

**Intermediate Goals**

RGA targets debt leverage of 25% or less, commensurate with various rating agency guidelines for existing ratings.

\* Excludes accumulated other comprehensive income. See Reconciliations of Non-GAAP Measures at the end of this presentation.

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Life Reinsurance In Force

**(\$ in billions)**



**Consolidated Net Premiums**

**(\$ in millions)**

**Consolidated Operating Income**

**Operating  
Return on  
Equity<sup>(1)</sup>**

**2003 13%**

**2004 12%**

**2005 11%**

**2006 13%**

**2007 14%**

**Operating Income**

**(\$ in millions)**

**Operating Income Per Share**