



DIVISION OF  
INVESTMENT MANAGEMENT

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

June 13, 2017

**VIA ELECTRONIC MAIL**

Thomas Conner, Esq.  
Reed Smith LLP  
Suite 1100 – East Tower  
1301 K Street, N.W.  
Washington, D.C. 20005-3373

RE: Brighthouse Life Insurance Company:  
Shield Level Select 6 Annuity (“SLS6”)  
Initial Registration Statement filed on Form S-3  
File No. 333-217509

Brighthouse Life Insurance Company of NY:  
Shield Level Select 6 Annuity (NY Version) (“SLS6NY”)  
Initial Registration Statement filed on Form S-3  
File No. 333-217514

Dear Mr. Conner:

The staff reviewed the above-referenced initial registration statements, which the Commission received on April 27, 2017. We have given the registration statements a full review. The following comments are based on the SLS6 registration statement and also apply to the SLS6NY registration statement unless indicated otherwise. Page references are to the pages in the marked courtesy copy of the prospectus provided to the staff and the EDGAR Part II; and Item references are to the item numbers set forth in Form S-3.

1. As outlined in General Instruction 1 of Form S-3, please explain to the staff in detail the basis upon which the Company is eligible to file its registration statement on Form S-3.
2. **Consistency Issues**
  - a. For consistency please reconcile the SLS6 disclosure in the section and page(s) indicated with the disclosure in the corresponding section on the page(s) of SLS6NY as indicated below.

- i. The second paragraph of the “Summary” on page 9 with the third paragraph on page 8.
- ii. The second sentence of “Availability of Shield Options” on page 14 with second sentence on page 12.
- iii. “Step Rate” on page 20 with page 17.
- iv. Last sentence of narrative introduction to “Example 2 – Calculating your Interim Value” and “Interim Value Calculation” caption in Example 2A table on page 25 with corresponding disclosure on pages 22 and 23, respectively.
- v. “Interim Value Calculation” caption in Example 2B table on page 26 with corresponding caption on page 22.
- vi. The sixth paragraph of “Withdrawal Provisions” on page 27 with page 24
- vii. The third paragraph of “Standard Death Benefit” on page 34 with page 30.
- viii. The last paragraph of “Owner” on page 47 and “Joint Owner” on page 48 with page 43.
- ix. Last sentence of “Planned Separation from MetLife, Inc.” on page 49 with page 45.
- x. The third paragraph of “The Separate Account” on page 50 with page 45.

**b.** When revising to reflect the actual name of the product, please include Appendix A.

**3. Effect of Withdrawals or Annuitization (page 13)**

**a.** Please reconcile this caption and the disclosure regarding how certain events trigger the need to calculate an Interim Value with the triggering events identified in the second sentence of the second paragraph under “Performance Rate for Determination of Interim Value” on page 25 (*e.g.*, the latter refers to withdrawals, surrenders, and cancellations).

**b.** In addition, please confirm accuracy of revisions to the second bullet point and revise the second sentence of the second paragraph under “Performance Rate for Determination of Interim Value” on page 25 as appropriate.

4. Please highlight the last sentence on page 19. *See, e.g.*, the highlighted sentence in the first paragraphs under, respectively, “Cap Rate” and “Step Rate” on the next page.

**5. Standard Death Benefit (page 34)**

Based on deletions of the term “Return of Premium death benefit” (*see, e.g.*, “Death Benefits” in summary chart on page 11 and deleted paragraph on page 12), it appears that the contract no longer has such a feature. Therefore, please delete the references to “Return of Premium death benefit” in the second, fourth, and fifth paragraphs and anywhere else in the prospectus.

Either use or delete the term consistently throughout the prospectus, *e.g.*, Appendix C and exhibit 4(c) in Part II.

6. For the SLS6NY, please revise the second paragraph under “Option 4” on page 34 for clarity, *i.e.* parallel structure.

7. For the SLS6NY, please delete disclosure added to first paragraph on page 35 as it does not appear relevant to the disclosure in that paragraph.

8. For the SLS6NY, please retain deleted disclosure under “Brighthouse Life Insurance Company of NY” at top of page 45, revised as necessary.

9. Please revise/clarify the last sentence under “Suspension of Payments or Transfers” on page 48.

10. Please confirm that the disclosure under “Planned Separation from MetLife, Inc.” on page 49 is accurately written in the future tense.

11. Please delete the third sentence under “State Variations” on page 55 or clarify what maximum fee is being referenced and where it is set forth in the prospectus.

12. The sections “Independent Registered Public Accounting Firm” and “Information Incorporated by Reference” on pages 55 and 56, respectively, will be subject to further review upon the filing of a pre-effective amendment.

**13. SLS6NY - Appendix D**

Please retain the definition of “Fixed Account value” on page D-2 as the term does appear in the third paragraph on first page of Appendix D.

**PART II**

14. Please provide revised powers of attorney (“POAs”) that are specific to the filing. The staff understands that the POAs filed could not identify the SLS6 and SLS6NY by

name, but there should be some indication in the POAs that the Board members were aware of these specific filings.

## **15. Financial Statements, Exhibits, and Certain Other Information**

Any financial statements, exhibits, and any other required disclosure not included in this registration statement must be filed by pre-effective amendment to the registration statement.

In closing, 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.

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Responses to these comments should be made in a letter addressed to me and in a pre-effective amendment to the registration statement. If you believe that you do not need to change the registration statement in response to a comment, please indicate that in the letter and explain your position.

Although we have completed our initial review of the registration statement, it will be reviewed further after our comments are resolved. Therefore, we reserve the right to comment further on the registration statement and any amendments to it. After we have resolved all issues, the registrant and its underwriter must both request that the effective date of the registration statement be accelerated.

If you have any questions, you are welcome to call me at (202) 551-6767. Mail or deliveries should include reference to Mail Stop 8629 and should include all nine digits of the following zip code: 20549-8629. My facsimile number is (202) 772-9285.

Sincerely,

/s/ Sonny Oh

Sonny Oh  
Senior Counsel  
Disclosure Review Office