

February 6, 2012

**VIA U.S. MAIL AND FACSIMILE**

Patrice Pitts, Esq.  
Sutherland Asbill & Brennan LLP  
1275 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-2415

RE: First MetLife Investors Insurance Company:  
First MetLife Investors Variable Annuity Account One  
“Class O”  
Initial Registration Statement filed on Form N-4  
File Nos. 811-08306 and 333-178515

Dear Ms. Pitts:

The staff reviewed the above-referenced initial registration statement, which the Commission received on December 15, 2011. We have given the registration statement selective review. Based on our review, we have the following comments. Unless another contract is identified, page references are to the pages in the courtesy copy of the Class O prospectus and statement of additional information marked against the prospectus for the initial registration statement for the Series O contract, File Nos. 811-03365 and 333-178514 provided to the staff, and Item references are to the Item numbers set forth in Form N-4.

**GENERAL**

1. Please disclose to the staff whether there are any types of guarantees or support agreements with any third parties.

**PROSPECTUS**

2. Both the Class O (“NY Version”) contract and the Series O contract (“National Version”) provide for a guaranteed account option in connection with the EDCA. Therefore, for consistency, please provide the same disclosure in the second paragraph on the front cover page of the NY Version in the corresponding paragraph in the National Version with respect to the availability of the guaranteed account.

**3. Index of Special Terms (page 4)**

Please confirm that all special terms have been defined in the text including the Index of Special Terms and appear in upper case throughout the prospectus.

**4. Highlights (page 5)**

Please add disclosure at the end of the first paragraph to the effect that payments under the GMIB rider are subject to the claims-paying ability of the insurance company and are not guaranteed by any other party.

**5. Fee Tables and Examples (page 7)**

a. In the preamble to the fee table on page 7, please disclose the applicable premium tax rate, *e.g.*, see added disclosure to “Premium and Other Taxes” on page 33.

b. Please revise the owner transaction expenses table to comply with Rule 6c-8 under the Investment Company Act of 1940.

c. For purposes of the individual portfolio fees table beginning on page 11, please note that in order to reflect contractual waivers in the net total annual fee shown, all contractual waivers should be in place for at least one year from the effective date of this prospectus filing, *i.e.*, on page 12 these arrangements should be in effect until at least February 2013, not October 2012.

**6. Termination for Low Account Value (page 15)**

Please expand the last sentence to disclose any impact that termination for low account value will have on any optional living benefit or death benefit riders an owner may have elected.

**7. Investment Allocation Restrictions for the GMIB Max III Rider (page 16)**

a. The second to last paragraph of this section on page 16 and the fifth paragraph under “Investment Allocation restrictions” appearing on page 43 states that one or more portfolios may not be available when you apply for the contract but that after the contract is issued, all of the portfolios will be available for purchase payments or transfers.

In both sections, please disclose whether transfers to portfolios available upon issuance but not upon application will be counted toward the 12 free transfers per year. If so, please also add similar disclosure to the disclosure provided under “Transfers” on page 20 and “Transfer Fee” on page 33.

**b.** For consistency, please add the disclosure appearing as new disclosure in the third paragraph under “Investment Allocation restrictions” on page 42 of the NY Version to the corresponding section in the National Version.

**8. Investment Options (page 18)**

**a.** It is not clear why a description of the various trusts and their series begins on page 19, ends on page 20, and then appears to be completed on pages 25 and 26.

Please provide a complete description of the various trusts and their series in one location by moving the existing disclosure on pages 25 and 26 and adding it to page 20.

**b.** In the disclosure under “Enhanced Dollar Cost Averaging Program (EDCA)” on page 24, please disclose if an owner can lose money in the EDCA Account.

**9. Expenses (page 26)**

**a. Sales Charge (page 28)**

- i.** Per Item 6(a), please explain what is provided in consideration for the charge.
- ii.** The last sentence of the first paragraph indicates that even if subsequent withdrawals are taken, the sales charge determined based on purchase payments will not be reduced and still be imposed as demonstrated by example (4) on page 29.

Please disclose how any remaining sales charges would be covered if due to withdrawals and negative market performance the remaining sales charge owed is greater than the remaining account value.

- iii.** Please confirm with the staff whether there are means to reduce sales charges as provided in similar MetLife contracts and if applicable, please describe them.

**b. Withdrawal Charge (page 29)**

Please provide a complete example of how withdrawal charges are determined for purchase payments made during the Initial Purchase Payment Period by expanding example (3) on page 32 to address not only when the Initial Purchase Payment Period ends *before* the subsequent \$75,000 purchase payment

is received but also when the Initial Purchase Payment Period ends *after* the subsequent \$75,000 purchase payment is received.

**10. Access to Your Money (page 37)**

In the second bullet point under “How to withdraw all or part of your account value:” on page 37, please be more precise when referring to the riders that eliminate the withdrawal charge, *e.g.*, refer to them as the Nursing Home or Hospital Confinement rider and the Terminal Illness rider as was provided in the second full paragraph on page 33.

**11. Description of GMIB Max II (page 39)**

**a.** With respect to the limit on the Annual Increase Amount as referenced on page 40 and in item (3) on page 42, when an Optional Step-Up provides for a higher limit, please clarify whether that limit is final or whether it may be increased upon subsequent Optional Step-Ups.

**b.** Please be consistent here and throughout the prospectus when referring to the “GMIB Max III rider,” *e.g.*, compare reference to “GMIB Max rider” and then to “GMIB Max III rider” within the fourth paragraph under “Investment Allocation Restrictions” on page 42.

**12. Death Benefit (page 46)**

**a.** In the first paragraph under “Upon Your Death” on page 46, please confirm absence of disclosure regarding what happens if the death benefit payable exceeds the account value on the day it is determined as was provided in the third paragraph under the same subsection on page 48 of the Nation Version prospectus.

**b.** For clarity, please reiterate the cut-off age for electing the optional death benefit, in the first paragraph under “Optional Death Benefit – Annual Step-Up” on page 47.

**c.** Each of the formulas to determine the standard and optional death benefit takes into account the impact of partial withdrawals. Therefore, given that the contract imposes a withdrawal charge, please confirm with the staff whether the withdrawal charge should also be taken into account when calculating the various death benefit amounts.

If so, please revise each of the formulas accordingly.

**d.** In the latter part of the third to last paragraph under “General Death Benefit Provisions” on page 51, the following sentence was added: “Any such

additional purchase payments would be subject to applicable withdrawal charges.”

Please also disclose whether sales charges would be applicable as well.

**e.** Please reconcile the second paragraph under “Spousal Continuation” on page 48 with the corresponding paragraph on page 52 of the National Version where the latter expands the phrase “which may include a highest anniversary value” in the former as follows:

“which may include a highest anniversary value and/or an annual increase amount.”

**13.** Under “Other Information” beginning on page 55, please also provide a subheading and disclosure regarding sales by affiliated firms as referenced in the second sentence under “Selling Firms” on page 56.

#### **14. Appendix C**

**a.** Please reconcile the wording of the first full sentence on page C-2 with the corresponding sentence in Appendix C for the National Version and in doing so, make sure the sentence is consistent with prospectus disclosure so as to minimize any confusion.

**b.** Please confirm the change from “Optional Reset” to “Optional Step-Up” as reflected in item (6) on page C-5 has also been applied to the corresponding item for the National Version.

**c.** For consistency among prospectuses, please confirm that the dates used in each of the examples in this and any other appendices will be the same, *e.g.*, compare years appearing in second paragraph under “Withdrawals Through the Automated Required Minimum Distribution Program” on page C-6 with the corresponding paragraph in Appendix C for the National Version.

#### **PART C**

**15.** With respect to exhibits provided under Item 24.b, please note pursuant to Rule 411 of the Securities Act of 1933, if exhibits are incorporated by reference to another document, the document incorporated by reference must contain the exhibit.

Therefore, please confirm that all exhibits, in particular exhibits 24.b.4(xx) and (xxi) for the GMIB Max III rider, have been incorporated by reference appropriately.

**16.** Please provide an exhibit for the net worth maintenance agreement between the Company and MetLife, Inc.

**17.** Please confirm that the information for Item 29(c) properly reflects the disclosure required as of the "Registrant's last fiscal year."

**18. 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.

**19. Representations**

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the registrant is in possession of all facts relating to the registrant's disclosure, it is responsible for the accuracy and adequacy of the disclosures it has made.

Notwithstanding our comments, in the event the registrant requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the registrant from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the registrant may not assert this action as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Investment Management in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities.

\*\*\*\*\*

Responses to these comments should be made in a letter to the staff and in a pre-effective amendment to the registration statement. If you believe that you do not need to

Patrice Pitts, Esq.  
Sutherland Asbill & Brennan LLP  
February 6, 2012  
Page 7 of 7

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,

Sonny Oh  
Senior Counsel  
Office of Insurance Products