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Nicholas D. Latrenta
Executive Vice President and General Counsel

December 17, 2010

Ms. Elizabeth Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: File Number S7-33-10, Proposed Rules for Implementing the
Whistleblower Provisions of Section 21F of the Securities Exchange Act
of 1934, Release No. 34-63237 (Nov. 3, 2010)

Dear Ms. Murphy:

MetLife, Inc. is a leading global provider of insurance, annuities and employee benefit programs, serving 90 million customers in over 60 countries. MetLife firmly believes that adherence to the highest standards of ethical conduct is the only acceptable way of doing business, and its reputation as a company with such beliefs has been integral to its success. To that end, MetLife has dedicated extensive resources and efforts to its internal ethics and compliance programs, including financial reporting procedures and controls to ensure the accuracy of its financial statements and programs to ensure that MetLife employees and associates report any suspicion of fraud or unethical behavior. MetLife distributes its code of ethics and compliance certification on an annual basis to its employees, and maintains confidential hotlines for employees to report suspected fraudulent activity. Furthermore, MetLife's Special Investigations Unit is dedicated to deterring, detecting, investigating, and prosecuting, among other things, insurance fraud and violations of rules and regulations of the U.S. Securities and Exchange Commission (the "Commission") and the Financial Industry Regulatory Authority.

MetLife is writing to comment on the Commission's proposed rules (the "Proposed Rules")¹ implementing the whistleblower provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") because it believes that, without modification, the Proposed Rules could undermine MetLife's internal compliance efforts and programs.

¹ Proposed Rules for Implementing the Whistleblower Provisions of Section 21F of the Securities Exchange Act of 1934, Release No. 34-63237 (Nov. 3, 2010).

Specifically, MetLife believes that the Proposed Rules should be revised to:

1. require, as a condition to an employee's receipt of any award from the Commission for serving as a whistleblower, that such employee first report potential violations of law through the company's internal compliance program and provide the company with a reasonable amount of time to investigate and take any appropriate actions; and
2. clarify that companies may take employment actions based on factors other than whistleblower status, including permitting a company to discipline an employee if such employee was involved in the misconduct reported by the employee or for other legitimate business reasons.

Key to the success of internal compliance programs is the encouragement of internal reporting of potential violations of law. Internal reporting permits companies to discover, investigate, and remedy any potential wrongdoing. If employees are not required to initially report potential violations through the company's internal reporting systems and, instead, are provided monetary awards to report such violations directly to the Commission, then employees have an incentive to bypass a company's internal compliance and reporting systems. In MetLife's view, this incentive structure could undermine a company's ability to maintain a robust internal compliance program. It would also increase the likelihood that specious claims are reported to the Commission (which, in turn, will increase the burden on the Commission and act as a drain on its resources), because no separate internal compliance program or process will have reviewed such claims and determined whether such claims have any merit.

MetLife, therefore, respectfully submits that the Proposed Rules be revised to require, as a condition to an employee's receipt of any award from the SEC for serving as a whistleblower, that such employee first report potential violations through the company's internal compliance program and provide the company with a reasonable amount of time to investigate and take any appropriate actions. Furthermore, MetLife suggests that, in cases where an employee first reports potential violations through the company's internal compliance program and the company ultimately determines, after an appropriate internal investigation, to self-report on the same matter to the government, the employee's initial report to the company should be deemed to be "original information" under the Proposed Rules and would thus qualify the employee for any appropriate award payment from the Commission. MetLife believes that these revisions to the Proposed Rules will further the Commission's goal of enhancing internal compliance programs, while preserving the incentives for employees to come forward if they believe they have discovered violations of law.

MetLife also respectfully submits that the Proposed Rules be revised to clarify that companies may take employment actions based on factors other than whistleblower status, including permitting a company to discipline an employee if such employee were involved in

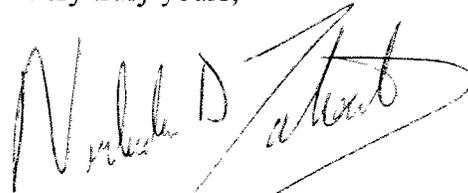
Ms. Elizabeth Murphy
December 17, 2010
Page 3

the misconduct reported by the employee or for other legitimate business reasons. Without this revision, employees will have an incentive to use the Proposed Rules in a tactical manner to avoid legitimate terminations of their employment or other adverse employment actions based on their conduct unrelated to their whistleblower activity. Employees aware that they may face an adverse employment action may seek protection by filing frivolous complaints with the Commission. The employee may believe that, by filing such a complaint, the employee is immunized from the adverse employment action, even if it is based on conduct other than such employee's whistleblower status. The ability to immunize oneself for misconduct may encourage employees to engage in such misconduct, which is directly contrary to the purpose of the Dodd-Frank Act.

In sum, MetLife believes that revisions to the Proposed Rules are necessary to ensure that internal compliance programs can be effective and to permit companies to discipline their employees for legitimate business reasons. MetLife submits that its suggested revisions will help accomplish this goal and further the purpose of the Dodd-Frank Act and the Commission's goal in promulgating the Proposed Rules.

Thank you for your consideration of our comments.

Very truly yours,

A handwritten signature in black ink, appearing to read "Nicholas D. Latrenta", written over a large, stylized circular flourish.

Nicholas D. Latrenta
Executive Vice President and
General Counsel