

Edgar Filing: METLIFE INC - Form 425

METLIFE INC
Form 425
July 22, 2008

Filed by Reinsurance Group of America, Incorporated
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
of the Securities Exchange Act of 1934

Subject Company: Reinsurance Group of America, Incorporated
Commission File No.: 333-151390

Subject Company: MetLife, Inc.
Commission File No.: 001-15787

[RGA logo]

For further information, contact
Jack B. Lay
Senior Executive Vice President
and Chief Financial Officer
(636) 736-7000

FOR IMMEDIATE RELEASE

REINSURANCE GROUP OF AMERICA REPORTS SECOND-QUARTER RESULTS;

OPERATING EARNINGS PER SHARE UP 31 PERCENT

ST. LOUIS, July 21, 2008 - Reinsurance Group of America, Incorporated (NYSE:RGA), a leading global provider of life reinsurance, reported net income for the second quarter of \$110.7 million, or \$1.73 per diluted share, compared to \$77.5 million, or \$1.20 per diluted share, in the prior-year quarter. RGA uses a non-GAAP financial measure called operating income as a basis for analyzing financial results. The definition of operating income and reconciliations to GAAP net income are provided in the following tables. Operating income increased to \$109.7 million, or \$1.71 per diluted share, from \$84.6 million, or \$1.31 per diluted share in the year-ago quarter, a 31 percent increase on a per share basis. Second-quarter net premiums rose 12 percent, to \$1,358.6 million, from \$1,207.6 million a year ago. Net investment income totaled \$254.9 million versus \$274.9 million the year before.

For the first half of 2008, net income totaled \$142.2 million or \$2.22 per diluted share, compared to \$153.7 million, or \$2.39 per diluted share, in the year-ago period. Operating income totaled \$180.6 million, or \$2.82 per diluted share, compared to \$166.7 million, or \$2.60 per diluted share in the prior-year period, an 8 percent increase on a per share basis. Consolidated net premiums were up 14 percent, to \$2,656.6 million from \$2,333.1 million.

A. Greig Woodring, president and chief executive officer, commented, "We reported a strong quarter with solid contributions from all our operating segments. The U.S. segment reported pre-tax net income totaling \$109.2 million for the quarter versus \$86.2 million the year before. Pre-tax operating income in that segment increased 17 percent to \$109.2 million from \$93.3 million the

Edgar Filing: METLIFE INC - Form 425

year before. Mortality experience rebounded from the first quarter as claims were at expected levels. Net premiums were up 5 percent to \$754.4 million from \$720.4 million

- more -

Add One

in the prior-year quarter. On a year-to-date basis, net premiums have increased 6 percent, slightly below the low end of our guidance range of 7 to 9 percent.

"Our Canada operations reported a solid quarter, with pre-tax net income of \$26.8 million compared to \$24.2 million a year ago. Pre-tax operating income totaled \$23.8 million versus \$22.6 million a year ago. The prior-year result was characterized by very favorable mortality. Mortality experience in the current-year quarter was slightly favorable. Net premiums increased 14 percent to \$139.5 million from \$122.6 million in the prior year. Net premiums and pre-tax operating income for the second quarter of 2008 were favorably affected by currency exchange rates relative to the prior year by approximately \$11.3 million and \$2.4 million, respectively, as the Canadian dollar has strengthened since last-year's second quarter.

"Asia Pacific reported a strong quarter with pre-tax net income of \$21.3 million compared with \$15.6 million in the year-ago quarter. Pre-tax operating income totaled \$22.8 million compared with \$16.1 million a year ago. Claims experience was favorable in our three largest markets, Australia, Japan and South Korea. Net premium flow was robust, increasing 40 percent, to \$277.7 million from \$199.0 million. South Korea, in particular, reported strong premiums, as our efforts in this emerging reinsurance market continue to produce excellent results. On a year-to-date basis, South Korea is our fifth largest market, behind the U.S., UK, Canada and Australia markets, based on net premiums. Foreign currency fluctuations positively affected net premiums and pre-tax operating income by approximately \$8.6 million and \$2.3 million, respectively, primarily due to a stronger Australian dollar and Japanese yen.

"Europe and South Africa results rebounded from recent poor mortality, with pre-tax net income increasing to \$17.0 million from \$11.8 million a year ago. Pre-tax operating income increased to \$17.2 million versus \$12.5 million last year, when we experienced somewhat higher claim levels in the UK. Net premiums increased 13 percent to \$185.5 million. Foreign currency exchange fluctuations favorably affected both reported net premiums and pre-tax operating income by approximately \$0.6 million and \$0.6 million, respectively, due to a stronger euro somewhat offset by a weaker British pound sterling.

"Our investment portfolio continues to perform well. Investment-related write-downs were less than \$1.0 million. Those write-downs were largely due to our intent to sell certain securities in an unrealized loss position. Our subprime mortgage exposure remains modest at \$256.8 million in book value, or less than 2 percent of total invested assets, with 66 percent rated

- more -

Edgar Filing: METLIFE INC - Form 425

Add Two

"AA" or higher, including 26 percent in the "AAA" category. Approximately 13 percent of the subprime mortgage exposure, or \$34.2 million, is rated below investment grade. We largely avoided investing in securities originated in the second half of 2005 and beyond, which we believe was a period of lessened underwriting quality. Unlike most companies in the financial services and life insurance sectors, our profits are primarily driven by mortality results. We do not stretch for investment yield and therefore our investment profile is conservative with 97 percent of our securities held in the investment grade categories."

Woodring concluded, "Results were very strong during the quarter, offsetting in part the weaker first-quarter results. Our results so far this year reflect the short-term volatility that is a part of our business. However, we continue to successfully execute our business plan, with our book value per share growing in the 13 to 14 percent range on a compound basis since our initial public offering in 1993. Additionally, at this time there are no arbitrations or claims disputes associated with our discontinued accident and health operations, and the remaining runoff activity of that business is not significant.

"On June 2, MetLife and RGA jointly announced a proposed transaction that could lead to MetLife disposing of its majority position in RGA. We believe the transaction will benefit our shareholders by, among other things, increasing the liquidity and public float of RGA's common stock and allowing management greater flexibility to deal with opportunities and challenges specific to our business. The transaction is subject to various conditions, including shareholder and regulatory approvals, and could be completed as early as the third quarter of this year."

The company also announced that its board of directors declared a regular quarterly dividend of \$0.09, payable August 25 to shareholders of record as of August 4.

A conference call to discuss the company's second-quarter results will begin at 9 a.m. Eastern Time on Tuesday, July 22. Interested parties may access the call by dialing 877-856-1965 (domestic) or 719-325-4793 (international). The access code is 5790642. A live audio webcast of the conference call will be available on the company's investor relations web page at www.rgare.com. A replay of the conference call will be available at the same address beginning on Wednesday, July 23, for 90 days following the conference call. A telephonic replay will also be available from July 23 through July 29 at 888-203-1112 (domestic) or 719-457-0820, access code 5790642.

- more -

Add Three

Reinsurance Group of America, Incorporated, through its various operating subsidiaries, is among the largest global providers of life reinsurance. Reinsurance Group of America, Incorporated has subsidiary companies or offices in Australia, Barbados, Bermuda, Canada, China, France,

Edgar Filing: METLIFE INC - Form 425

Germany, Hong Kong, India, Ireland, Italy, Japan, Mexico, Poland, South Africa, South Korea, Spain, Taiwan, the United Kingdom and the United States. Worldwide, the company has approximately \$2.2 trillion of life reinsurance in force, and assets of \$22.4 billion. MetLife, Inc. is the beneficial owner of approximately 52 percent of RGA's outstanding shares.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements relating to projections of the earnings, revenues, income or loss, future financial performance and growth potential of Reinsurance Group of America, Incorporated and its subsidiaries (which we refer to in the following paragraphs as "we," "us" or "our"). The words "intend," "expect," "project," "estimate," "predict," "anticipate," "should," "believe," and other similar expressions also are intended to identify forward-looking statements. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results, performance and achievements could differ materially from those set forth in, contemplated by or underlying the forward-looking statements.

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

- more -

Add Four

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) 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

Edgar Filing: METLIFE INC - Form 425

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.

Forward-looking statements should be evaluated together with the many risks and uncertainties that affect our business, including those mentioned in this document and described in the periodic reports we file with the Securities and Exchange Commission. These forward-looking statements speak only as of the date on which they are made. We do not undertake any obligations to update these forward-looking statements, even though our situation may change in the future. We qualify all of our forward-looking statements by these cautionary statements.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with MetLife's proposed divestiture of its stake in RGA, RGA has filed with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4 (File No. 333-151390), which includes a preliminary proxy statement/prospectus related to the Recapitalization and a preliminary prospectus relating to the Split-Off. At the appropriate time, MetLife will file with the SEC a statement on Schedule TO. Investors and holders of RGA and MetLife securities are strongly encouraged to read the registration statement and any other relevant documents filed with the SEC, including the final proxy statement/prospectus relating to the Recapitalization, the final prospectus relating to the Split-Off and related Split-Off materials

- more -

Add Five

and the tender offer statement on Schedule TO (when available), as well as any amendments and supplements to those documents, because they will contain important information about RGA, MetLife, and the proposed transactions. The final proxy statement/prospectus relating to the Recapitalization and related transactions will be mailed to shareholders of RGA and the final prospectus relating to the Split-Off, related Split-Off materials and the tender offer statement on Schedule TO will be mailed to stockholders of MetLife. Investors and security holders will be able to obtain free copies of the registration statement, the final proxy statement/prospectus relating to the Recapitalization and the final prospectus relating to the Split-Off and related Split-Off materials and the tender offer statement on Schedule TO (when available) as well as other filed documents containing information about MetLife and RGA, without charge, at the SEC's web site (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. 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. Neither RGA, MetLife nor any of their respective directors or executive officers or any dealer manager, if any, that may be appointed with respect to the Split-Off makes any recommendation as to

Edgar Filing: METLIFE INC - Form 425

whether you should participate in the Split-Off.

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. Accordingly, neither the proxy solicitation for the Recapitalization nor the Offer for the outstanding shares of MetLife common stock pursuant to the Split-Off described in this communication has commenced. At the time that the contemplated Split-Off is commenced, MetLife will file a statement on Schedule TO with the SEC. 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.

- more -

Add Six

PARTICIPANTS IN THE SOLICITATION

RGA, MetLife and their respective directors and executive officers may be deemed, under included in its definitive proxy statement for its 2008 Annual Meeting of Shareholders filed with SEC rules, to be participants in the solicitation of proxies from RGA's shareholders with respect the SEC on April 9, 2008. Information regarding the directors and officers of MetLife is included to the proposed transaction. Information regarding the directors and executive officers of RGA is 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 amended registration statement filed with the SEC on July 10, 2008, as may be further amended from time to time, the proxy statement/prospectus relating to the Recapitalization, the prospectus relating to the Split-Off and other materials to be filed with the SEC in connection with the proposed transactions.

- tables attached -

Add Seven

Operating Income

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, primarily because that measure excludes the effect of net investment related gains and losses, as well as

Edgar Filing: METLIFE INC - Form 425

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 the company's underlying businesses. Additionally, operating income excludes any net gain or loss from discontinued operations and the cumulative effect of any accounting changes, which management believes are 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.

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES Reconciliation of Net Income From Continuing Operations to Operating Income (Dollars in thousands)

| (Unaudited) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------|------------------------------|-----------|
| | 2008 | 2007 | 2008 | 2007 |
| | ---- | ---- | ---- | ---- |
| GAAP net income-continuing operations | \$110,806 | \$ 79,037 | \$147,395 | \$155,974 |
| Capital losses and other, net | 1,207 | 4,666 | 1,831 | 10,320 |
| Embedded Derivatives: | | | | |
| Included in investment related losses, net | 3,962 | 4,632 | 104,595 | 2,787 |
| Included in interest credited/policy acquisition costs and other insurance expenses, net | (4,457) | -- | 29,600 | -- |
| DAC offset, net | (1,830) | (3,717) | (102,776) | (2,379) |
| Operating income | \$109,688 | \$ 84,618 | \$180,645 | \$166,702 |

- more -

Add Eight

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES Reconciliation of Pre-tax Net Income From Continuing Operations to Pre-tax Operating Income (Dollars in thousands)

(Unaudited) Three Months Ended June 30, 2008

Edgar Filing: METLIFE INC - Form 425

| | Pre-tax net income (loss) | Capital (gains) losses and other, net | Change in value of embedded derivatives, net | Pre-tax operating income (loss) |
|-------------------------|------------------------------------|---|--|--|
| | ----- | ----- | ----- | ----- |
| U.S. Operations: | | | | |
| Traditional | \$ 95,622 | \$ 637 | \$ -- | \$ 96,259 |
| Asset Intensive | 9,893 | (3,252) (1) | 2,621 (2) | 9,262 |
| Financial Reinsurance | 3,651 | 2 | -- | 3,653 |
| | ----- | ----- | ----- | ----- |
| Total U.S. | 109,166 | (2,613) | 2,621 | 109,174 |
| Canada Operations | 26,778 | (3,026) | -- | 23,752 |
| Europe & South Africa | 17,041 | 131 | -- | 17,172 |
| Asia Pacific Operations | 21,256 | 1,510 | -- | 22,766 |
| Corporate and Other | (3,277) | (241) | -- | (3,518) |
| | ----- | ----- | ----- | ----- |
| Consolidated | \$170,964 | \$ (4,239) | \$ 2,621 | \$169,346 |
| | ===== | ===== | ===== | ===== |