

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 9, 2024



Brighthouse
FINANCIAL®

Brighthouse Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37905
(Commission File Number)

81-3846992
(IRS Employer Identification No.)

11225 North Community House Road, Charlotte, North Carolina
(Address of principal executive offices)

28277
(Zip Code)

Registrant's telephone number, including area code: **(980) 365-7100**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	BHF	The Nasdaq Stock Market LLC
Depository Shares, each representing a 1/1,000th interest in a share of 6.600% Non-Cumulative Preferred Stock, Series A	BHFAP	The Nasdaq Stock Market LLC
Depository Shares, each representing a 1/1,000th interest in a share of 6.750% Non-Cumulative Preferred Stock, Series B	BHFAO	The Nasdaq Stock Market LLC
Depository Shares, each representing a 1/1,000th interest in a share of 5.375% Non-Cumulative Preferred Stock, Series C	BHFAN	The Nasdaq Stock Market LLC
Depository Shares, each representing a 1/1,000th interest in a share of 4.625% Non-Cumulative Preferred Stock, Series D	BHFAM	The Nasdaq Stock Market LLC
6.250% Junior Subordinated Debentures due 2058	BHFAL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 9, 2024, the Board of Directors (the “Board”) of Brighthouse Financial, Inc. (the “Company”) increased the number of directors serving on the Board from seven to nine and appointed Michael J. (“Mike”) Inserra and Lizabeth H. Zlatkus as members of the Board to fill the resulting vacancies and serve until the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”).

Mr. Inserra and Ms. Zlatkus were each appointed to serve on the Audit Committee. In addition, Mr. Inserra was appointed to serve on the Investment Committee, and Ms. Zlatkus was appointed to serve on the Finance and Risk Committee.

After considering all the relevant facts and circumstances, the Board determined that Mr. Inserra and Ms. Zlatkus each qualify as an independent director under the applicable listing standards of The Nasdaq Stock Market LLC and as an “audit committee financial expert” under the applicable rules of the U.S. Securities and Exchange Commission (the “SEC”). There are no arrangements or understandings between either of Mr. Inserra or Ms. Zlatkus and any other persons pursuant to which they were selected as a director. There are no transactions in which Mr. Inserra or Ms. Zlatkus has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K. Mr. Inserra has served as a director of Brighthouse Life Insurance Company of NY, an indirect wholly owned subsidiary of the Company, since 2021.

Both Mr. Inserra and Ms. Zlatkus will be compensated for their service as directors in accordance with the Company’s current compensation program for independent members of the Board. Such compensation program is described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 27, 2023 under “Board and Corporate Governance Practices — Director Compensation.”

A copy of the news release issued by the Company on April 9, 2024 announcing the appointment of Mr. Inserra and Ms. Zlatkus is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release of Brighthouse Financial, Inc., dated April 9, 2024, announcing the appointment of Mr. Inserra and Ms. Zlatkus as a directors.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGHTHOUSE FINANCIAL, INC.

By: /s/ Jacob M. Jenkelowitz
Name: Jacob M. Jenkelowitz
Title: Corporate Secretary

Date: April 9, 2024

PUBLIC RELATIONS

Brighthouse Financial, Inc.
11225 N. Community House Rd.
Charlotte, NC 28277



Exhibit 99.1

FOR IMMEDIATE RELEASE

Brighthouse Financial Appoints Michael J. Inserra and Lizabeth H. Zlatkus to Board of Directors

CHARLOTTE, NC, April 9, 2024 – Brighthouse Financial, Inc. (“Brighthouse Financial” or the “Company”) (Nasdaq: BHF) announced that today its Board of Directors (the “Board”) appointed Michael J. (“Mike”) Inserra and Lizabeth H. Zlatkus as independent members of the Board. Mr. Inserra and Ms. Zlatkus were also each designated by the Board as an “audit committee financial expert” under applicable U.S. Securities and Exchange Commission rules and appointed to serve on the Audit Committee. In addition, Mr. Inserra was appointed to serve on the Investment Committee, and Ms. Zlatkus was appointed to serve on the Finance and Risk Committee.

“Mike and Lizabeth each bring valuable experience in the insurance and financial services industries, along with strong leadership skills, financial expertise and deep knowledge of operations and risk management,” said C. Edward (“Chuck”) Chaplin, chairman of the Board, Brighthouse Financial. “We look forward to their contributions to our Board.”

During his more than 37 years at Ernst & Young LLP (“EY”), from which he retired in 2021, Mr. Inserra held various leadership roles, including serving as senior vice chair and deputy managing partner of EY Americas from 2015 to 2020 and as vice chair and managing partner of EY’s Financial Services Organization from 2013 to 2015. He also served as chief administrative officer of Moore Capital Management, a global investment management firm, from 2008 to 2010. Since his retirement from EY, Mr. Inserra has served as an independent consultant to several private equity firms, providing advice regarding companies in the professional and financial services industries. Mr. Inserra has served as a director of Brighthouse Life Insurance Company of NY, an indirect wholly owned subsidiary of the Company, since 2021.

Ms. Zlatkus held various leadership roles at The Hartford Financial Services Group, Inc. (“The Hartford”) during her 28-year career at the company, from which she retired in 2011. Those roles included executive vice president and chief risk officer from 2010 to 2011 and executive vice president and chief financial officer from 2008 to 2010. Ms. Zlatkus’ other roles at The Hartford included serving as co-president of Hartford Life Insurance Companies and as president of international wealth management and group benefits. Ms. Zlatkus has served as a director of several public companies since leaving The Hartford, including Pathward Financial, Inc. since 2021, AXIS Capital Holdings Limited since 2019, Boston Private Financial Holdings, Inc. from 2015 to 2021 and Indivior PLC from 2016 to 2019, among others.

PUBLIC RELATIONS

Brighthouse Financial, Inc.
11225 N. Community House Rd.
Charlotte, NC 28277



About Brighthouse Financial, Inc.

Brighthouse Financial, Inc. (Brighthouse Financial) (Nasdaq: BHF) is on a mission to help people achieve financial security. As one of the largest providers of annuities and life insurance in the U.S.,¹ we specialize in products designed to help people protect what they've earned and ensure it lasts. Learn more at brighthousefinancial.com.

¹ Ranked by 2022 admitted assets. Best's Review®: Top 200 U.S. Life/Health Insurers. AM Best, 2023.

CONTACT

FOR INVESTORS

Dana Amante
(980) 949-3073
damante@brighthousefinancial.com

FOR MEDIA

Deon Roberts
(980) 949-3071
deon.roberts@brighthousefinancial.com