485BPOS 1 d829171d485bpos.htm METLIFE METFLEX COLI POST-EFFECTIVE AMENDMENT NO. 33

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As filed with the U.S. Securities and Exchange Commission on April 23, 2020

Registration Nos. 033-57320 811-06025

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### FORM N-6

## REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933
Post-Effective Amendment No. 33
and/or

### REGISTRATION STATEMENT

UNDER THE INVESTMENT COMPANY ACT OF 1940 Amendment No. 98

# Metropolitan Life Separate Account UL

(Exact Name of Registrant)

Metropolitan Life Insurance Company (Name of Depositor)

200 Park Avenue New York, NY 10166 (Address of depositor's principal executive offices)

Depositor's Telephone Number including Area Code (212) 578-9500

Stephen W. Gauster, Esq.
Executive Vice President and General Counsel Metropolitan Life Insurance Company
200 Park Avenue
New York, NY 10166
(Name and address of agent for service)

Copy to:

W. Thomas Conner Vedder Price P.C. 1401 I Street, N.W. Suite 1100 Washington, D.C. 20005

Approximate Date of Proposed Public Offering: on May 1, 2020 or as soon thereafter as practicable

It is proposed that this filing will become effective (check appropriate box)		
	immediately upon filing pursuant to paragraph (b)	
$\boxtimes$	on May 1, 2020 pursuant to paragraph (b)	
	60 days after filing pursuant to paragraph (a)(1)	
	on (date) pursuant to paragraph (a)(1) of Rule 485	
	this post-effective amendment designates a new effective date for a previously filed post-effective amendment	
Title of Securities Being Registered: Interests in Metropolitan Life Separate Account UL, which funds certain Variable Universal Life Insurance Policies.		

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# METROPOLITAN LIFE INSURANCE COMPANY METROPOLITAN LIFE SEPARATE ACCOUNT UL

MetFlex Flexible Premium Variable Life Insurance Policies

Supplement dated May 1, 2020

to

Prospectus dated May 1, 2020

This supplement is prepared for Policy Owners of MetFlex C and MetFlex Policies issued prior to January 1, 2009. It describes certain differences in the charges imposed under your Policy and the charges described in the Fee Table of the current MetFlex Exec prospectus. You should read and retain this supplement.

#### MetFlex C Policies

For MetFlex C Policies issued on or after May 1, 1996 and before August 1, 2000, the current sales charge imposed in Policy years 1 to 10 is up to 9% of the annual target premium paid, and the current administrative charge imposed is up to 1.05% of the annual target premium paid.

For MetFlex C Policies issued before January 1, 2009, the current charge for cost of insurance for coverage under the term benefit ranges from \$0.03 to \$13.93 per \$1,000 of the term insurance amount. The maximum charge for cost of insurance for coverage under both the base Policy and the term benefit ranges from \$0.09 to \$30.45 per \$1,000 of term insurance amount.

For MetFlex C Policies, the current mortality and expense risk charge is 0.48% in Policy years 1 to 9, 0.36% in Policy years 10 to 20, and 0.30% thereafter

For MetFlex C Policies issued on or after November 5, 2001 and before February 1, 2004 with the Enhanced Cash Surrender Value Rider, if you request a full cash withdrawal in the first seven Policy years, we will refund the amounts shown in Table B below:

#### Table B

Policy Year of Full Cash Withdrawal	Portion of Cumulative Premium Charges to be Refunded*	Portion of Cost of Term Insurance Charges Deducted during Policy Year of Full Cash Withdrawal to be Refunded
1	100%	75%
2	90%	50%
3	75%	25%
4	60%	None
5	45%	None
6	30%	None
7	15%	None
8 and later	None	None

<sup>\*</sup> The percent shown is applied to the cumulative sales, tax, and administrative charges deducted from your premium.

#### **MetFlex Policies**

For MetFlex Policies issued on or after September 1, 1993 and before January 1, 2009, there is no current sales charge and the maximum sales charge imposed is 1.0% of annual target premium paid in all Policy years. The current administrative charge is up to 1.05% of annual target premium paid in any Policy year and the maximum administrative charge is up to 1.05% of all premiums paid in all Policy years.

For MetFlex Policies issued before January 1, 2009, the maximum cost of term insurance charge ranges from \$0.09 to \$30.45 per \$1,000 of the term insurance amount. The current mortality and expense risk charge is 0.60% in Policy years 1 to 9 and 0.30% thereafter.

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Charge	When Charge is Deducted	Current Amount Deducted	Maximum Amount We Can Deduct
Charge for male, issue age 47, nonsmoker, Guaranteed Issue underwriting class		\$0.15 per \$1,000 of term insurance amount	\$0.27 per \$1,000 of term insurance amount
Enhanced Cash Surrender Value Rider <sup>4</sup>	On premium payments made during the first five Policy years	0.25% of each premium payment made during the first five Policy years	Same as Current Amount
Underwriting Charge (applies only if you request an increase in your specified face amount)	On face amount increase	Not currently charged	Up to \$3 per \$1,000 of increase

- 1 See "Charges and Deductions—Annual Target Premium" for a detailed discussion of the determination of the annual target premium.
- For Policies issued with the Refund of Sales Charge Rider, if you request a full cash withdrawal during the first five Policy years, we will refund any sales charges deducted within 365 days prior to the date the request is received at your Designated Office. The Refund of Sales Charge Rider was not available in New Jersey prior to January 24, 2020.
- This charge varies based on individual characteristics of the insured or of individuals in the group that the charge was intended to cover, and may not be representative of the charge that you will pay. You can obtain more information about the charges that would apply by contacting your insurance sales representative. If you would like, we will provide you with an illustration of the impact of these and other charges under the Policy based on various assumptions.
- For Policies issued with the Enhanced Cash Surrender Value Rider on or after February 1, 2004, if you request a full cash withdrawal during the first ten Policy years, we will refund (a) part of the cumulative charges we have deducted from your premium payments and (b) part of the cost of term insurance we have deducted in the current Policy year, as shown in Table A below. However, we will not pay this refund if the full cash withdrawal is related to an exchange pursuant to Section 1035 of the Code. This rider is subject to state approval.

#### Table A

	Portion of	Portion of Cost of Term Insurance Charges Deducted	
Policy Year of	Cumulative Premium	during Policy Year of Full Cash	
Full Cash Withdrawal	Charges to be Refunded*	Withdrawal to be Refunded	
1	100%	95%	
2	95%	85%	
3	90%	75%	
4	85%	65%	
5	80%	55%	
6	75%	45%	
7	70%	35%	
8	65%	25%	
9	60%	15%	
10	55%	5%	
11 and later	None	None	

<sup>\*</sup> The percent shown is applied to the cumulative sales, tax, and administrative charges deducted from your premium.

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#### **Optional Rider Benefits**

You may be eligible for certain benefits provided by rider, subject to certain underwriting requirements and the payment of additional premiums. We will deduct any charges for the rider(s) (other than the charge for the interim term insurance rider) as part of the monthly deduction. Generally, we currently make the following benefits available by rider:

Accelerated Death Benefit <sup>1</sup>	Term Insurance Benefit <sup>2</sup>
Interim Term Insurance Benefit	• Enhanced Cash Surrender Value Rider <sup>3</sup>

- Payment under this rider may affect eligibility for benefits under state or federal law.
- 2 This rider is discussed in more detail under "Term Benefit" below.
- 3 This rider may be attached at issue if you request it, but not thereafter.

Each rider contains important information, including limits and conditions that apply to the benefits. If you decide to purchase any of the riders, you should carefully review their provisions to be sure the benefit is something that you want.

You should also consider:

- That the addition of certain riders can restrict your ability to exercise certain rights under the Policy;
- That the amount of benefits provided under the rider is not based on investment performance of a Separate Account; but, if the Policy terminates because of poor investment performance or any other reason, the rider generally will also terminate;
- · That there are tax consequences. You should consult with your tax adviser before purchasing one of the riders.

#### Term Benefit

You have the flexibility to include, at Policy issue, a rider that provides a term benefit ("Term Rider"). The availability of the Term Rider is also subject to governmental approval in your state.

The Term Rider is a rider to the Policy that, like the base Policy, provides coverage on the insured to age 100 (for Policies issued prior to January 1, 2020 the coverage on the insured was provided to age 95). You may purchase this rider, if available, only at Policy issue. Nevertheless, if you purchase the Term Rider, the amount of coverage under the rider will automatically increase and decrease with any changes to your specified face amount under the Policy, so that the ratio between the Policy's specified face amount and the amount of Term Rider coverage will always remain the same as you originally selected.

In almost all respects, coverage taken under the Term Rider has exactly the same effect as coverage taken as specified face amount under the Policy. An important difference, however, is that the sales charge depends on the amount of the coverage provided under the base Policy. The amount of Term Rider will impact the sales charge. Thus, in comparing two Policies with identical total insurance amounts, the one with the greater portion provided by the Term Rider will have a lower sales charge. Conversely, the Policy with the higher amount provided under the base Policy will have a higher sales charge.

Additionally, the cost of term insurance rates currently applicable to coverage provided under the Term Rider are lower than those currently charged for coverage under the base Policy. Therefore, the larger the portion of coverage provided under the Term Rider, the lower the overall cost of insurance. Again comparing two Policies with identical total insurance amounts, the cost of insurance will be lower under the Policy with the higher portion of coverage provided under the Term Rider.