

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) 0000733076	Previous Names None	Entity Type
Name of Issuer BRIGHOUSE LIFE INSURANCE Co	MetLife Insurance Co USA MetLife Insurance CO of Connecticut TRAVELERS INSURANCE CO	X Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)
Jurisdiction of Incorporation/Organization DELAWARE		
Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer BRIGHOUSE LIFE INSURANCE Co			
Street Address 1 11225 NORTH COMMUNITY HOUSE ROAD		Street Address 2	
City CHARLOTTE	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277	Phone Number of Issuer 980-365-7100

3. Related Persons

Last Name Steigerwalt	First Name Eric	Middle Name T.
Street Address 1 11225 North Community House Road	Street Address 2	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name Murphy	First Name Conor	Middle Name E.
Street Address 1 11225 North Community House Road	Street Address 2	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Bhalla Anant

Street Address 1

Street Address 2

11225 North Community House Road

City

State/Province/Country

ZIP/PostalCode

Charlotte NORTH CAROLINA 28277

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Lambert Myles J.

Street Address 1

Street Address 2

11225 North Community House Road

City

State/Province/Country

ZIP/PostalCode

Charlotte NORTH CAROLINA 28277

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Rosenthal John L.

Street Address 1

Street Address 2

334 Madison Avenue

City

State/Province/Country

ZIP/PostalCode

Morristown NEW JERSEY 07960

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Dumais Lynn A.

Street Address 1

Street Address 2

11225 North Community House Road

City

State/Province/Country

ZIP/PostalCode

Charlotte NORTH CAROLINA 28277

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Banking & Financial Services

Commercial Banking

X Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes

No

Other Banking & Financial Services

Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,001 - \$50,000,000

\$25,000,000

\$25,000,001 -

\$50,000,001 - \$100,000,000

\$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

X Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Section 3(c)(1)

Section 3(c)(9)

Rule 504 (b)(1)(i)

Section 3(c)(2)

Section 3(c)(10)

Rule 504 (b)(1)(ii)

Section 3(c)(3)

Section 3(c)(11)

Rule 504 (b)(1)(iii)

Section 3(c)(4)

Section 3(c)(12)

X Rule 506(b)

Rule 506(c)

Section 3(c)(5)

Section 3(c)(13)

Securities Act Section 4(a)(5)

Section 3(c)(6)

Section 3(c)(14)

X Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2001-08-29 First Sale Yet to Occur

X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or

Other Right to Acquire Security

X Other (describe)

COLI Corporate Variable Life Insurance Policies supported by
Brighthouse Separate Account CPPVUL1 Book 131

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$2,000,000 USD

12. Sales Compensation

Recipient	James Van Epps	(Associated) Broker or Dealer	None	Innovation Partners, LLC	Street Address 1	5950 Fairview Rd	City	Charlotte	State(s) of Solicitation (select all that apply) Check "All States" or check individual States	CALIFORNIA	Recipient CRD Number	None	844958	(Associated) Broker or Dealer CRD Number	None	146344	Street Address 2	Suite 806	State/Province/Country	NORTH CAROLINA	ZIP/Postal Code	28210
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Recipient	Kirk L. Penland	(Associated) Broker or Dealer	None	KESTRA Investment Services, LLC	Street Address 1	5707 Southwest Parkway	City	Austin	State(s) of Solicitation (select all that apply) Check "All States" or check individual States	CALIFORNIA	Recipient CRD Number	None	3203257	(Associated) Broker or Dealer CRD Number	None	42046	Street Address 2	Bldg 2, Ste 400	State/Province/Country	TEXAS	ZIP/Postal Code	78735
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Recipient	Thomas J. Hummer	(Associated) Broker or Dealer	None	Merrill Lynch, Pierce, Fenner & Smith Incorporated	Street Address 1	4808 Deerlake Drive East	City	Jacksonville	State(s) of Solicitation (select all that apply) Check "All States" or check individual States	CALIFORNIA	Recipient CRD Number	None	253046	(Associated) Broker or Dealer CRD Number	None	7691	Street Address 2		State/Province/Country	FLORIDA	ZIP/Postal Code	32246
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Recipient	Stanley F. Eckert	(Associated) Broker or Dealer	None	Newport Group Securities, Inc.	Street Address 1	300 Primer Blvd.	City	Lake Mary	State(s) of Solicitation (select all that apply) Check "All States" or check individual States	CALIFORNIA	Recipient CRD Number	None	2842396	(Associated) Broker or Dealer CRD Number	None	29722	Street Address 2	Suite 200	State/Province/Country	FLORIDA	ZIP/Postal Code	32746
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State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

CALIFORNIA

Recipient Recipient CRD Number None
Samir H. Sheth 2511571
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
FAS Corp. 43536

Street Address 1

Street Address 2

4747 West 135th Street, Suite 100

City State/Province/Country ZIP/Postal Code
Leawood KANSAS 66224

State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

CALIFORNIA

Recipient Recipient CRD Number None
Steven W. Broadbent 3135332
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Valmark Securities, Inc. 31243

Street Address 1

Street Address 2

130 Springside Drive, Suite 300

City State/Province/Country ZIP/Postal Code
Akron OHIO 44333

State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

CALIFORNIA

13. Offering and Sales Amounts

Total Offering Amount USD or X Indefinite
Total Amount Sold \$75,821,120 USD
Total Remaining to be Sold USD or X Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 6

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$4,203,769 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
BRIGHTHOUSE LIFE INSURANCE Co	/s/ Jason Frain	Jason Frain	Vice President	2018-09-20

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.