

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Toscano Kristine</u>			2. Issuer Name and Ticker or Trading Symbol <u>Brighthouse Financial, Inc. [ BHF ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Accounting Officer _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>11225 N COMMUNITY HOUSE RD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>CHARLOTTE</u>	<u>NC</u>	<u>28277</u>	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2024		M		1,572 <sup>(1)</sup>	A	(2)	4,011	D	
Common Stock	03/01/2024		F		752 <sup>(3)</sup>	D	\$46.16	3,259	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	03/01/2024		M			749	(4)	(4)	Common Stock	749	\$0	749	D	
Restricted Stock Units	(2)	03/01/2024		M			823	(5)	(5)	Common Stock	823	\$0	1,644	D	
Restricted Stock Units	(2)	03/01/2024		A			3,119	(6)	(6)	Common Stock	3,119	\$0	3,119	D	

**Explanation of Responses:**

- Payout of shares upon vesting of shares of tranches of Restricted Stock Units ("RSUs") granted in March 2022 and March 2023.
- Each RSU represents the contingent right to receive one share of Brighthouse Financial, Inc. common stock.
- Shares withheld to cover tax obligations in connection with the vesting of RSUs.
- Represents the vesting of the second of three tranches of the 2022 RSU award. The final tranche will vest on the first business day in March 2025.
- Represents the vesting of the first of three tranches of the 2023 RSU award. The remaining tranches will vest in substantially equal installments on the first business day in March 2025 and 2026.
- RSUs awarded in 2024 vest in three substantially equal installments on the first business day in March 2025, 2026 and 2027.

**Remarks:**

/s/ Jacob M. Jenkelowitz,  
Attorney-in -Fact, on behalf of 03/05/2024  
Kristine Toscano

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.