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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

BRIGHOUSE FINANCIAL, INC.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how much it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to be Held on June 10, 2020.**

BRIGHTHOUSE FINANCIAL, INC.



BRIGHTHOUSE FINANCIAL, INC.
11225 N COMMUNITY HOUSE RD
CHARLOTTE, NC 28277

Meeting Information

Meeting Type: Annual Meeting
For Holders as of: April 13, 2020
Date: June 10, 2020 **Time:** 8:00 AM ET
Location: Solely by means of remote communication via the internet (a "virtual meeting") at www.virtualshareholdermeeting.com/BHF2020

NOTICE OF ANNUAL MEETING

You are receiving this communication because you hold shares in Brighthouse Financial, Inc.

This is not a ballot. You cannot use this Notice to vote these shares. This communication presents only an overview of the complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR code on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the information contained in the proxy materials before voting.

ATTEND THE ANNUAL MEETING

To attend the virtual meeting, access a list of stockholders entitled to vote at the annual meeting and cast your vote live, go to www.virtualshareholdermeeting.com/BHF2020. Have the 16-digit control number that is printed in the box marked by the arrow on this notice available and then follow the instructions. There will be no physical location at which stockholders may attend the meeting.

See the reverse side of this Notice for instructions to access proxy materials and to vote.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF ANNUAL MEETING PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com, or scan the QR code below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 27, 2020 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods



SCAN TO
VIEW MATERIALS & VOTE 

Vote By Internet:

In advance of the Annual Meeting:

Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

During the Annual Meeting:

Go to www.virtualshareholdermeeting.com/BHF2020. Have the number that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions to vote these shares by proxy via telephone.

Voting Items

The Board of Directors recommends a vote **FOR** each of the Director nominees listed, **FOR** Proposal 2, **FOR** Proposal 3, and **FOR** Proposal 4.

1. Election of eight Directors to serve a one-year term ending at the 2021 Annual Meeting of Stockholders

Nominees:

- 1a. Irene Chang Britt
- 1b. C. Edward ("Chuck") Chaplin
- 1c. Eileen A. Mallesch
- 1d. Margaret M. ("Meg") McCarthy
- 1e. Diane E. Offereins
- 1f. Patrick J. ("Pat") Shouvin
- 1g. Eric T. Steigerwalt
- 1h. Paul M. Wetzel

2. Ratification of the appointment of Deloitte & Touche LLP as Brighthouse's independent registered public accounting firm for fiscal year 2020
3. Advisory vote to approve the compensation paid to Brighthouse's Named Executive Officers
4. Approval of the amendment of the Brighthouse Financial, Inc. Employee Stock Purchase Plan

NOTE: Any such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

D14415-P37039-Z76632