

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**



Brighthouse Financial, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

81-3846992
(IRS Employer Identification Number)

**11225 North Community House Road
Charlotte, North Carolina 28277**
(Address of principal executive office and zip code)

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

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

Title of each class
to be so registered
**Depository Shares, each representing a 1/1,000th interest in a share of
5.375% Non-Cumulative Preferred Stock, Series C**

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-227190**

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of Class)

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Brighthouse Financial, Inc. (the "Company") hereby incorporates by reference the description of its depository shares (the "Depository Shares"), each representing a 1/1,000th interest in a share of the Company's 5.375% Non-Cumulative Preferred Stock, Series C (the "Series C Preferred Stock"), and the description of its Series C Preferred Stock contained in the Company's Prospectus, dated September 5, 2018, under the headings "Description of Depository Shares" and "Description of Capital Stock," respectively, and in the Company's Prospectus Supplement, dated November 10, 2020, under the headings "Description of the Depository Shares" and "Description of the Series C Preferred Stock," respectively, constituting part of the Registration Statement on Form S-3 (File No. 333-227190) filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, on September 5, 2018. The Depository Shares have been approved for listing on The Nasdaq Stock Market LLC.

Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of Brighthouse Financial, Inc., is incorporated herein by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q, filed on August 15, 2017 (File No. 001-37905).</u>
3.2	<u>Certificate of Designations of Brighthouse Financial, Inc. with respect to the 5.375% Non-Cumulative Preferred Stock, Series C, dated November 18, 2020, filed with the Secretary of State of the State of Delaware and effective November 18, 2020 (the "Certificate of Designations"), is incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed on November 20, 2020 (File No. 001-37905).</u>
3.3	<u>Amended and Restated Bylaws of Brighthouse Financial, Inc., is incorporated herein by reference to Exhibit 3.2 to our Quarterly Report on Form 10-Q, filed on August 15, 2017 (File No. 001-37905).</u>
4.1	<u>Certificate of Designations, filed as Exhibit 3.2.</u>
4.2	<u>Deposit Agreement, dated as of November 20, 2020, among Brighthouse Financial, Computershare Inc. and Computershare Trust Company, N.A., collectively as depository, and the holders from time to time of the depository receipts described therein, is incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K, filed on November 20, 2020 (File No. 001-37905).</u>
4.3	<u>Form of depository receipt evidencing the Depository Shares (included as Exhibit A to Exhibit 4.2).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BRIGHTHOUSE FINANCIAL, INC.

By: /s/ D. Burt Arrington

Name: D. Burt Arrington

Title: Corporate Secretary

Date: November 20, 2020