

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 12, 2026



**Brighthouse**  
FINANCIAL®

**Brighthouse Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-37905**  
(Commission File Number)

**81-3846992**  
(IRS Employer Identification No.)

**11225 North Community House Road, Charlotte, North Carolina**  
(Address of principal executive offices)

**28277**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.01 per share</b>	<b>BHF</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Depository Shares, each representing a 1/1,000th interest in a share of 6.600% Non-Cumulative Preferred Stock, Series A</b>	<b>BHFAP</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Depository Shares, each representing a 1/1,000th interest in a share of 6.750% Non-Cumulative Preferred Stock, Series B</b>	<b>BHFAO</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Depository Shares, each representing a 1/1,000th interest in a share of 5.375% Non-Cumulative Preferred Stock, Series C</b>	<b>BHFAN</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Depository Shares, each representing a 1/1,000th interest in a share of 4.625% Non-Cumulative Preferred Stock, Series D</b>	<b>BHFAM</b>	<b>The Nasdaq Stock Market LLC</b>
<b>6.250% Junior Subordinated Debentures due 2058</b>	<b>BHFAL</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At a special meeting of stockholders of Brighthouse Financial, Inc. (the “Company”) held virtually on February 12, 2026 at 8:00 a.m. Eastern Standard Time (the “Special Meeting”), three proposals were submitted to the Company’s stockholders. The proposals are described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on January 7, 2026. As of 5:00 p.m. Eastern Standard Time on the January 5, 2026 record date, 57,184,099 shares of the Company’s common stock, par value \$0.01 per share, were outstanding and eligible to vote at the Special Meeting, and 39,837,608 shares, or approximately 69.7%, were present virtually or represented by proxy at the Special Meeting, constituting a quorum. The final voting results were as follows:

**Proposal 1:** The Company’s stockholders adopted the Agreement and Plan of Merger, dated as of November 6, 2025 (as it may be amended from time to time), by and among Aquarian Holdings VI L.P., a Delaware limited partnership (“Parent”), Aquarian Beacon Merger Sub Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Parent, Aquarian Holdings LLC, a Delaware limited liability company, solely for the purpose of certain provisions, and the Company (the “Merger Proposal”), which provides for the acquisition of the Company by Parent (the “Merger”). The voting results are set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
39,728,503 <sup>1</sup>	50,048	59,057	N/A

**Proposal 2:** The Company’s stockholders approved, on an advisory (non-binding) basis, the compensation that may be paid or become payable to the Company’s named executive officers that is based on or otherwise relates to the Merger. The voting results are set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
32,891,771	6,512,865	432,972	N/A

**Proposal 3:** The Company’s stockholders approved the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the Merger Proposal. The voting results are set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
37,813,382	1,935,656	88,570	N/A

Adjournment of the Special Meeting was deemed not necessary because there was a quorum present and there were sufficient votes at the time of the Special Meeting to approve the Merger Proposal.

<sup>1</sup> Represents approximately 99.7% of the shares present virtually or represented by proxy at the Special Meeting.

**Item 7.01. Regulation FD Disclosure.**

On February 12, 2026, the Company issued a news release, a copy of which is attached hereto as Exhibit 99.1, announcing that its stockholders have approved the Merger.

The information furnished pursuant to this Item 7.01 and Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1**	<a href="#">News release of Brighthouse Financial, Inc., dated February 12, 2026.</a>
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Filed herewith.

\*\* Furnished herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGHTHOUSE FINANCIAL, INC.

By: /s/ Jacob M. Jenkelowitz  
Name: Jacob M. Jenkelowitz  
Title: Corporate Secretary

Date: February 12, 2026

## PUBLIC RELATIONS

Brighthouse Financial, Inc.  
11225 N. Community House Rd.  
Charlotte, NC 28277



Exhibit 99.1

## FOR IMMEDIATE RELEASE

### Brighthouse Financial Stockholders Approve Merger with Aquarian Capital

**CHARLOTTE, NC, February 12, 2026** – Brighthouse Financial, Inc. (“Brighthouse Financial” or the “company”) (Nasdaq: BHF) announced that at a special meeting of stockholders held earlier today, its common stockholders voted to adopt the previously announced definitive merger agreement under which an affiliate of Aquarian Capital LLC will acquire the company in an all-cash transaction valued at approximately \$4.1 billion. Under the terms of the merger agreement, Brighthouse Financial’s common stockholders will receive \$70.00 in cash per share upon consummation of the transaction.

“With this approval, we are one step closer to embarking on the next chapter of our company as we continue to deliver on our mission of helping people achieve financial security,” said Eric Steigerwalt, president and CEO, Brighthouse Financial. The transaction is expected to close in 2026 and remains subject to customary closing conditions and regulatory approvals.

Additional details regarding the special meeting and voting results will be available in a Current Report on Form 8-K to be filed by the company with the U.S. Securities and Exchange Commission.

#### About Brighthouse Financial, Inc.

Brighthouse Financial, Inc. (Brighthouse Financial) (Nasdaq: BHF) is on a mission to help people achieve financial security. As one of the largest providers of annuities and life insurance in the U.S.,<sup>(1)</sup> we specialize in products designed to help people protect what they’ve earned and ensure it lasts. Learn more at [brighthousefinancial.com](http://brighthousefinancial.com).

#### Note Regarding Forward-Looking Statements

This news release, and any related oral statements, contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the “safe harbor” created by those sections. Words such as “estimate,” “expect,” “project,” “may,” “will,” “could,” “intend,” “goal,” “target,” “guidance,” “forecast,” “preliminary,” “objective,” “continue,” “aim,” “plan,” “believe” and similar expressions or the negative of those expressions or verbs, identify forward-looking statements. Readers are cautioned that these statements are not guarantees of future performance. Forward-looking statements are not historical facts but instead represent only Brighthouse Financial’s beliefs regarding future events, which may by their nature be inherently uncertain, and some of which may be outside Brighthouse Financial’s control.

Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors include, among others, Brighthouse Financial’s ability to complete the transaction on the timeframe or in the manner currently anticipated or at all, including due to a failure to obtain the regulatory approvals required for the closing of the transaction or the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the merger agreement; the effect of the pendency of the transaction on Brighthouse Financial’s ongoing business and operations, including disruption to Brighthouse Financial’s business relationships, the diversion of management’s attention from ongoing business operations and opportunities, or the outcome of any legal proceedings that may be instituted against Aquarian Capital or Brighthouse Financial following announcement of the transaction; restrictions on the conduct of Brighthouse Financial’s business prior to the closing of the transaction and on Brighthouse Financial’s ability to pursue alternatives to the transaction; the possibility that the transaction may be more

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expensive to complete than anticipated, including as a result of unexpected factors or events; other factors that may affect future results of Brighthouse Financial; and management's response to any of the aforementioned factors.

Furthermore, such forward-looking statements speak only as of the date of this news release. Except as required by law, the parties undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. Risks or uncertainties (i) that are not currently known to the parties, (ii) that the parties currently deem to be immaterial or (iii) that could apply to any company could also materially adversely affect the future results of Brighthouse Financial. Additional information concerning certain factors is contained in Brighthouse Financial's SEC filings, including but not limited to its most recent Annual Report on Form 10-K, as well as subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

The information contained on or connected to any websites referenced in this news release is not incorporated by reference into this news release.

(1) Ranked by 2024 admitted assets. Best's Review®: Top 200 U.S. Life/Health Insurers. AM Best, 2025.

## CONTACT

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