




Massachusetts Mutual
Life Insurance Company
2012 Proxy Statement



We'll help you get there.®



February 2012

To Our Members:

As an eligible member, you have a vote in Massachusetts Mutual Life Insurance Company's annual election of directors. The Annual Meeting of MassMutual will be held on Wednesday, April 11, 2012, at our home office in Springfield, Massachusetts, at 2:00 p.m. We welcome your attendance.

This booklet contains important, time-sensitive proxy material. Five of the thirteen members of the Board of Directors are standing for re-election this year, and biographical information about each candidate, as well as the directors continuing their terms, is included. If you cannot attend the Annual Meeting, please make your voice heard by voting either via the Internet, telephone or by mail, as more fully described under the **Voting By Proxy** section of this booklet.

We look forward to receiving your proxy or seeing you at the Annual Meeting.

A handwritten signature in black ink that reads 'Christine C. Peaslee'.

Christine C. Peaslee

Vice President and Corporate Secretary

Massachusetts Mutual Life Insurance Company

Proxy Statement

This proxy statement relates to the Annual Meeting of Massachusetts Mutual Life Insurance Company (MassMutual or the Company), which will be held at its home office, 1295 State Street, Springfield, Massachusetts, on Wednesday, April 11, 2012, at 2:00 p.m. local time. At the Annual Meeting, those present in person or by proxy will be asked to vote on the election of five directors: one for a one-year term; one for a two-year term; one for a three-year term; and two for a four-year term.

Who May Vote

Voting rights of MassMutual's members are determined in accordance with the Massachusetts Insurance Law. If you are **insured** under an individual policy of life or endowment insurance issued by MassMutual, you are a member of the Company and are entitled to one vote. You will also receive one additional vote for each five thousand dollars of insurance in force on your life in excess of the first five thousand dollars. **Holders** of individual annuity contracts are members of MassMutual and are entitled to one vote for each one hundred fifty dollars of annual annuity income under the contract. **Insureds** under variable life insurance policies and **holders** of variable annuity contracts and group annuity contracts receive only one vote notwithstanding the size of their policies. Persons **insured** under

individual contracts of accident and health insurance, including disability income protection policies, also receive one vote as members of MassMutual. No member may cast more than 20 votes at a meeting of the Company.

Voting By Proxy

We welcome and encourage your attendance at the Annual Meeting. If you are unable to attend, please vote via one of the methods below:

- Internet – visit www.proxyvoting.com/mmfg.
- Telephone – call 1-800-240-6326 toll-free.
- Mail – sign, date and return your proxy as soon as possible. In order to be counted at the meeting, your proxy card must reach MassMutual by April 4, 2012.

You may revoke your proxy at any time before the Annual Meeting is held.

Election to the Board of Directors

In accordance with MassMutual's By-Laws, each of the persons listed below has been nominated by the Corporate Governance Committee of the Company's Board of Directors for election as a director for the term indicated. The Board of Directors and management recommend that you vote in favor of this slate.

Since five of MassMutual's Directors are standing for re-election this year, the Board desires to disclose each Director's particular experience, qualifications, attributes and skills that qualify each to serve as a Director of MassMutual.

Candidate for a term expiring in 2013:

Robert M. Furek

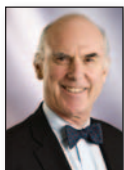


Mr. Furek is the former President and Chief Executive Officer of Heublein, Inc., a former manufacturer and distributor of wine and spirits worldwide which was located in Hartford, Connecticut. Since 2003, he has held the position of Chairman and Chief Executive Officer of Catelectric Corp., a private company specializing in developing enabling catalytic processes for the clean energy markets in Groton, Connecticut. He is a former Director of Connecticut Mutual Life Insurance Company, IKON Office Solutions, The Dexter Corporation and Connecticut Bank and Trust and currently serves on the board of several non-profit organizations. Mr. Furek is the former Chairman of the Board of Trustees of the Hartford Public School System, having been appointed to that position following the historic takeover in 1997 of an elected board of education by a state-appointed panel. Mr. Furek joined the Board in 1996 and presently serves as a member of the Corporate Governance and Human Resources Committees. Mr. Furek's qualifications, experience, attributes and skills meet all of the requirements set forth in MassMutual's Director Criteria document, a copy of which may be found on MassMutual's website (www.massmutual.com). In particular, as a former Chief Executive Officer of a global distribution company, he has experience as a leader of a significant enterprise and extensive international, marketing and operational expertise.

Normal Retirement Date: April 2013.

Candidate for a term expiring in 2014:

Thomas C. Barry



Mr. Barry is the Chief Executive Officer of Zephyr Management, L.P. in New York, New York, an emerging markets private equity and marketable securities firm he founded in 1994. Prior to founding Zephyr, he served as President and Chief Executive Officer of Rockefeller & Co., Inc. from 1983 until 1993. He holds positions with many non-profit organizations including: Director of Summer Search, TechnoServe and Trickle Up; Trustee of The Hotchkiss School and University School; President of IMEF, INSEAD's charitable foundation; and Member of the Council on Foreign Relations and the Dean's Council of the John F. Kennedy School of Government, Harvard University. Mr. Barry joined the Board in 2007 and presently serves as the Chairperson of the Investment Committee and is a member of the Audit and Executive Committees. Mr. Barry's qualifications, experience, attributes and skills meet all of the requirements set forth in MassMutual's Director Criteria document, a copy of which may be found on MassMutual's website (www.massmutual.com). In particular, as the Founder and Chief Executive Officer of a global investment firm, he has extensive investment, operational and international expertise.

Normal Retirement Date: April 2014

Candidate for a term expiring in 2015:

Cristóbal I. Conde



Mr. Conde is the former President and Chief Executive Officer of SunGard Data Systems, Inc. in New York, New York, a Fortune 500 privately held software and technology services company. His affiliation with SunGard began in 1987 when the company acquired Devon Systems International, Inc., a provider of systems for interest rate and currency derivatives markets, which Mr. Conde founded in 1983. During his tenure at SunGard, Mr. Conde served in several positions, including Chief Operating Officer from 1999 until 2002, and as President and Chief Executive Officer from 2002 until May of 2011. Since May of 2011, Mr. Conde has been a Senior Advisor to Providence Equity Partners LLC, a private equity firm focused on media, communications, information and education investments, and to TPG Capital, a global private investment firm. He is a Board Member of Business Executives for National Security and a Trustee of the College of Mount St. Vincent. Mr. Conde joined the Board in 2011 and presently serves as a member of the Audit and Human Resources Committees. Mr. Conde's qualifications, experience, attributes and skills meet all of the requirements set forth in MassMutual's Director Criteria document, a copy of which may be found on MassMutual's website (www.massmutual.com). In particular, he brings to the Board experience as a leader of a significant enterprise, technical experience in the information technology field, and qualifies as a financial expert as defined by the SEC for purposes of reporting.

Normal Retirement Date: April 2030

Candidates for terms expiring in 2016:

William T. Spitz



Mr. Spitz is a Principal and Director of Diversified Trust Company, a wealth management firm he co-founded in 1994 located in Nashville, Tennessee. He is also the Vice Chancellor for Investments Emeritus of Vanderbilt University, where he was Chief Investment Officer from 1985 until 2007. He is a Director of Acadia Realty Trust and Cambium Global Timberland Ltd., a Member of the Advisory Committee of Bessemer Trust Company, and is a Trustee of Kenyon College. Mr. Spitz joined the Board in December of 2007 and presently serves as a member of the Corporate Governance and Investment Committees. Mr. Spitz's qualifications, experience, attributes and skills meet all of the requirements set forth in MassMutual's Director Criteria document, a copy of which may be found on MassMutual's website (www.massmutual.com). In particular, he brings to the Board extensive investment expertise as well as experience in the academic arena.

Normal Retirement Date: April 2021

H. Todd Stitzer



Prior to joining the Board, Mr. Stitzer was the Chief Executive Officer of Cadbury PLC, formerly known as Cadbury Schweppes PLC in London, United Kingdom.

He served as Chief Executive Officer of Cadbury from 2008-2010 and of Cadbury Schweppes from 2003-2008. Mr. Stitzer began his 27 year tenure with Cadbury/Cadbury Schweppes in 1983 as legal counsel, and later became involved in the marketing sector of the business, working as the head of the company's Marketing and Strategic Planning team for North America. He ultimately became President and Chief Executive Officer of Dr. Pepper-Seven Up, Cadbury's largest and most profitable division. He is a Director of Diageo PLC and Signet Jewelers Limited and a Member of the Advisory Boards of both Hamlin Capital Management LLC and Virgin Group Holdings, SA. In addition, Mr. Stitzer is a Trustee of both the New Britain Museum of American Art and Springfield College. Mr. Stitzer joined the Board in 2011 and presently serves as a member of the Audit and Investment Committees. His qualifications, experience, attributes and skills meet all of the requirements set forth in MassMutual's Director Criteria document, a copy of which may be found on MassMutual's website (www.massmutual.com). In particular, as a former Chief Executive Officer of a global confectionery and beverage company, he brings to the Board experience as a leader of a significant global enterprise, in addition to marketing, operational, information technology and legal expertise. In addition, he qualifies as a financial expert as defined by the SEC for purposes of reporting.

Normal Retirement Date: April 2022.

Continuing Members of the Board of Directors

MassMutual's By-Laws divide the Board of Directors into four classes. The terms of one class of Directors expire each year. The following continuing members of the Board of Directors were previously elected for terms that extend beyond the 2012 Annual Meeting and, therefore, are not required to stand for re-election at this time.



Roger W. Crandall

*Chairman, President and
Chief Executive Officer*
Massachusetts Mutual
Life Insurance Company
Springfield, Massachusetts



Kathleen A. Corbet

Founder and Principal
Cross Ridge Capital, LLC
New Canaan, Connecticut
Former President
Standard & Poor's
New York, New York



James H. DeGraffenreidt, Jr.

*Chairman and Chief Executive
Officer, Retired*
WGL Holdings, Inc.
Washington, D.C.



Patricia Diaz Dennis

*Senior Vice President and
Assistant General Counsel,
Retired*
AT&T Inc.
San Antonio, Texas



Robert A. Essner

Lead Director

Massachusetts Mutual Life
Insurance Company

Springfield, Massachusetts

*Chairman and Chief Executive
Officer, Retired*

Wyeth

Madison, New Jersey



Raymond W. LeBoeuf

Chairman and Chief

Executive Officer, Retired

PPG Industries, Inc.

Pittsburgh, Pennsylvania



Cathy E. Minehan

Dean, School of Management

Simmons College

Boston, Massachusetts

Managing Director

Arlington Advisory Partners LLC

Boston, Massachusetts

President and

Chief Executive Officer, Retired

Federal Reserve Bank of Boston

Boston, Massachusetts



Marc F. Racicot

Former Governor of Montana

Former President

American Insurance Association

Washington, D.C.



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