

AMERICAN INTERNATIONAL GROUP INC
Form 8-K
July 10, 2015

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): July 10, 2015

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-8787
(Commission

File Number)
175 Water Street

13-2592361
(IRS Employer

Identification No.)

New York, New York 10038

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 770-7000

(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 (see General Instruction A.2. below):

- .. 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))

Section 8 Other Events

Item 8.01. Other Events.

On July 10, 2015, American International Group, Inc. (AIG) closed the sale of \$1,250,000,000 aggregate principal amount of AIG 's 3.750% Notes due 2025 (the 2025 Notes), \$500,000,000 aggregate principal amount of AIG 's 4.700% Notes due 2035 (the 2035 Notes) and \$750,000,000 aggregate principal amount of AIG 's 4.800% Notes due 2045 (the 2045 Notes) and, together with the 2025 Notes and the 2035 Notes, the Notes).

The following documents relating to the sale of the Notes are filed as exhibits to this Current Report on Form 8-K and are incorporated into this Item 8.01 by reference:

Underwriting Agreement, dated July 7, 2015, between AIG and BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named therein;

Twenty-Sixth Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee;

Twenty-Seventh Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee;

Twenty-Eighth Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee;

Form of the 2025 Notes;

Form of the 2035 Notes;

Form of the 2045 Notes; and

Opinion of Sullivan & Cromwell LLP, dated July 10, 2015, as to the validity of the Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated July 7, 2015, between AIG and BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as

representatives of the several underwriters named therein.

- 4.1 Twenty-Sixth Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee.
- 4.2 Twenty-Seventh Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee.

- 4.3 Twenty-Eighth Supplemental Indenture, dated as of July 10, 2015, between AIG and The Bank of New York Mellon, as Trustee.
- 4.4 Form of the 2025 Notes (included in Exhibit 4.1).
- 4.5 Form of the 2035 Notes (included in Exhibit 4.2).
- 4.6 Form of the 2045 Notes (included in Exhibit 4.3).
- 5.1 Opinion of Sullivan & Cromwell LLP, dated July 10, 2015, as to the validity of the Notes.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).

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.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

Date: July 10, 2015

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant
Secretary

EXHIBIT INDEX

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