

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

February 26, 2016

**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 26, 2016**

**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 February 26, 2016, American International Group, Inc. ( AIG ) closed the sale of \$1,500,000,000 aggregate principal amount of AIG's 3.300% Notes due 2021 (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 February 23, 2016, between AIG and Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named therein;

Thirty-First Supplemental Indenture, dated as of February 26, 2016, between AIG and The Bank of New York Mellon, as Trustee;

Form of the Notes; and

Opinion of Sullivan & Cromwell LLP, dated February 26, 2016, as to the validity of the Notes.

## **Section 9 Financial Statements and Exhibits**

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

#### **(d) Exhibits**

- 1.1 Underwriting Agreement, dated February 23, 2016, between AIG and Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named therein.
- 4.1 Thirty-First Supplemental Indenture, dated as of February 26, 2016, between AIG and The Bank of New York Mellon, as Trustee.
- 4.2 Form of the Notes (included in Exhibit 4.1).
- 5.1 Opinion of Sullivan & Cromwell LLP, dated February 26, 2016, 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: February 26, 2016

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant  
Secretary

**EXHIBIT INDEX**

Exhibit

| No.  | Description                                                                                                                                                                                                                                                                |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 4.1  | Thirty-First Supplemental Indenture, dated as of February 26, 2016, between AIG and The Bank of New York Mellon, as Trustee.                                                                                                                                               |
| 4.2  | Form of the Notes (included in Exhibit 4.1).                                                                                                                                                                                                                               |
| 5.1  | Opinion of Sullivan & Cromwell LLP, dated February 26, 2016, as to the validity of the Notes.                                                                                                                                                                              |
| 23.1 | Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).                                                                                                                                                                                                              |