

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
May 24, 2012

**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): May 24, 2012

**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)

**13-2592361**  
(IRS Employer

Identification No.)

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**180 Maiden Lane**

**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 May 24, 2012 American International Group, Inc. ( AIG ) closed the sale of \$750,000,000 of AIG s 4.875% Notes due 2022 (the Notes ).

The following documents relating to the sale of the Notes are filed as exhibits to this Current Report on Form 8-K:

Underwriting Agreement, dated May 21, 2012, between AIG and Barclays Capital Inc., BNP Paribas Securities Corp., Citigroup Global Markets Inc. and RBC Capital Markets, LLC, as representatives of the several underwriters named therein;

Eighteenth Supplemental Indenture, dated as of May 24, 2012, between AIG and The Bank of New York Mellon, as Trustee;

Form of the Notes; and

Opinion of Sullivan & Cromwell LLP, dated May 24, 2012, as to the validity of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated May 21, 2012, between AIG and Barclays Capital Inc., BNP Paribas Securities Corp., Citigroup Global Markets Inc. and RBC Capital Markets, LLC, as representatives of the several underwriters named therein.
- 4.1 Eighteenth Supplemental Indenture, dated as of May 24, 2012, 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 May 24, 2012, as to the validity of the Notes.

**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: May 24, 2012

By: /s/ Kathleen E. Shannon  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Deputy General Counsel

**EXHIBIT INDEX**

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