

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

October 15, 2014

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): October 15, 2014

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 October 15, 2014, American International Group, Inc. (AIG) closed the sale of \$750,000,000 of AIG's 4.500% Notes due 2044 (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 October 9, 2014, between AIG and BNP Paribas Securities Corp., Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein;

Twenty-Second Supplemental Indenture, dated as of July 16, 2014, between AIG and The Bank of New York Mellon, as Trustee;

Form of the Notes;

Opinion of Sullivan & Cromwell LLP, dated October 15, 2014, as to the validity of the Notes; and

Opinion of Sullivan & Cromwell LLP, dated October 15, 2014, as to United States federal income tax matters.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated October 9, 2014, between AIG and BNP Paribas Securities Corp., Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
- 4.1 Twenty-Second Supplemental Indenture, dated as of July 16, 2014, between AIG and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.2 to AIG's Current Report on Form 8-K filed with the SEC on July 16, 2014).
- 4.2 Form of the Notes (included in Exhibit 4.1).
- 5.1 Opinion of Sullivan & Cromwell LLP, dated October 15, 2014, as to the validity of the Notes.
- 8.1 Opinion of Sullivan & Cromwell LLP, dated October 15, 2014, as to United States federal income tax matters.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).

23.2 Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1).

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: October 15, 2014

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

EXHIBIT INDEX

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