

AMERICAN INTERNATIONAL GROUP INC
 Form 4
 April 26, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 AMERICAN INTERNATIONAL GROUP INC

2. Issuer Name and Ticker or Trading Symbol
 Kayne Anderson MLP Investment CO [KYN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 175 WATER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

NEW YORK, NY 10038

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
4.38% Series W Senior Unsecured Notes due May 26, 2018	04/26/2018		J ⁽¹⁾	6,820,000 D \$ 6,925,380.37	\$ 0	I	Held through subsidiary ⁽²⁾
3.57% Series FF Senior Unsecured Notes due April 16, 2023					\$ 9,000,000	I	Held through subsidiary ⁽³⁾

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3.67% Series GG Senior Unsecured Notes due April 16, 2025	\$ 10,000,000	I	Held through subsidiaries <u>(4)</u>
3.93% Series KK Senior Unsecured Notes due July 30, 2024	\$ 20,000,000	I	Held through subsidiaries <u>(5)</u>
2.89% Series LL Senior Unsecured Notes due October 29, 2020	\$ 33,000,000	I	Held through subsidiaries <u>(6)</u>
3.26% Series MM Senior Unsecured Notes due October 29, 2022	\$ 10,000,000	I	Held through subsidiaries <u>(7)</u>
3.46% Series OO Senior Unsecured Notes due October 29, 2024	\$ 15,000,000	I	Held through subsidiaries <u>(8)</u>
Series H Mandatory Redeemable Preferred Shares	800,000	I	Held through subsidiaries <u>(9)</u>
Series I Mandatory Redeemable Preferred Shares	240,000	I	Held through subsidiaries <u>(10)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMERICAN INTERNATIONAL GROUP INC 175 WATER STREET NEW YORK, NY 10038				See Remarks

Signatures

/s/ Geoffrey N. Cornell, Authorized Person
Date: 04/26/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 4.38% Series W Senior Unsecured Notes due May 26, 2018 (the "Series W Notes") were called for redemption by the issuer at a price equal to the principal amount of \$6,820,000 of the redeemed securities plus accrued interest of \$105,380.37 (the "Redemption"). Prior to the Redemption, The Variable Annuity Life Insurance Company ("VALIC"), an indirectly wholly owned subsidiary of American International Group, Inc. ("AIG"), directly held the Series W Notes. Prior to the Redemption, AIG was an indirect beneficial owner of the Series W Notes.
- (3) American Home Assurance Company ("AHAC"), an indirect wholly owned subsidiary of AIG, and VALIC directly hold \$4,000,000.00 principal amount and \$5,000,000.00 principal amount, respectively, of the 3.57% Series FF Senior Unsecured Notes due April 16, 2023 (the "Series FF Notes"). AIG is an indirect beneficial owner of the Series FF Notes.
- (4) Eaglestone Reinsurance Company ("ERC"), an indirect wholly owned subsidiary of AIG, and VALIC directly hold \$2,300,000.00 principal amount and \$7,700,000.00 principal amount, respectively, of the 3.67% Series GG Senior Unsecured Notes due April 16, 2025 (the "Series GG Notes"). AIG is an indirect beneficial owner of the Series GG Notes.
- (5) AHAC and The United States Life Insurance Company in the City of New York ("USLIC"), also an indirect wholly owned subsidiary of AIG, directly hold \$6,775,000.00 principal amount and \$13,225,000.00 principal amount, respectively, of the 3.93% Series KK Senior Unsecured Notes due July 30, 2024 (the "Series KK Notes"). AIG is an indirect beneficial owner of the Series KK Notes.
- (6)

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AHAC, Lexington Insurance Company ("Lexington"), also an indirectly wholly owned subsidiary of AIG, and National Union Fire Insurance Company of Pittsburgh, PA ("NUF"), also an indirectly wholly owned subsidiary of AIG, directly hold \$16,014,900.00 principal amount, \$985,100.00 principal amount and \$16,000,000.00 principal amount, respectively, of the 2.89% Series LL Senior Unsecured Notes due October 29, 2020 (the "Series LL Notes"). AIG is an indirect beneficial owner of the Series LL Notes.

- (7) AHAC, Lexington and NUF directly hold \$4,701,500.00 principal amount, \$298,500.00 principal amount and \$5,000,000.00 principal amount, respectively, of the 3.26% Series MM Senior Unsecured Notes due October 29, 2022 (the "Series MM Notes"). AIG is an indirect beneficial owner of the Series MM Notes.

- (8) American General Life Insurance Company ("AGLIC") and Lexington directly hold \$14,750,000.00 principal amount and \$250,000.00 principal amount, respectively, of the 3.46% Series OO Senior Unsecured Notes due October 29, 2024 (the "Series OO Notes"). AIG is an indirect beneficial owner of the Series OO Notes.

- (9) AGLIC and AHAC directly hold 532,000 shares and 268,000 shares, respectively, of the Series H Mandatory Redeemable Preferred Shares (the "Series H MRPS"). AIG is an indirect beneficial owner of the Series H MRPS.

- (10) AHAC and VALIC directly hold 80,000 shares and 160,000 shares, respectively, of the Series I Mandatory Redeemable Preferred Shares (the "Series I MRPS"). AIG is an indirect beneficial owner of the Series I MRPS.

Remarks:

Filed pursuant to Section 30(h) of the Investment Company Act of 1940.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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