

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
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).