
**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): March 1, 2013

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.)

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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 8 — Other Events**Item 8.01. Other Events.**

On March 1, 2013, American International Group, Inc. issued a press release announcing the completion of its repurchase of the Series D and Series F warrants issued to the United States Department of the Treasury in 2008 and 2009, respectively. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Section 9 — Financial Statements and Exhibits**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

99.1 Press release of American International Group, Inc. dated March 1, 2013.

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: March 1, 2013

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Associate General Counsel and Assistant Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press release of American International Group, Inc. dated March 1, 2013.



Press Release
AIG
180 Maiden Lane
New York, NY 10038
www.aig.com

Contacts:
Liz Werner (Investors): 212-770-7074 elizabeth.werner@aig.com
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AIG REPURCHASES WARRANTS FROM U.S. TREASURY

NEW YORK, March 1, 2013 – American International Group, Inc. (NYSE: AIG) announced today that it completed the repurchase of warrants issued to the United States Department of the Treasury (U.S. Treasury) in 2008 and 2009. The warrant issued in 2008 provided the right to purchase approximately 2.7 million shares of AIG common stock at \$50.00 per share, and the warrant issued in 2009 provided the right to purchase up to 150 shares of AIG common stock at \$0.00002 per share. AIG and the U.S. Treasury agreed upon a repurchase price of approximately \$25 million for the warrants. The U.S. Treasury does not have any residual interest in AIG after AIG's repurchase of these warrants.

“With AIG repurchasing all outstanding warrants issued to the U.S. Treasury, we are turning the final page on America’s assistance to AIG,” said Robert H. Benmosche, AIG President and Chief Executive Officer. “We appreciate the opportunities this support allowed and are proud to have returned to America every cent plus a profit of \$22.7 billion.”

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American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries and jurisdictions. AIG companies serve commercial, institutional, and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG common stock is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

Additional information about AIG can be found at www.aig.com | YouTube: www.youtube.com/aig | Twitter: [@AIG_LatestNews](https://twitter.com/AIG_LatestNews) | LinkedIn: <http://www.linkedin.com/company/aig>

AIG is the marketing name for the worldwide property-casualty, life and retirement, and general insurance operations of American International Group, Inc. For additional information, please visit our website at www.aig.com. All products and services are written or provided by subsidiaries or affiliates of American International Group, Inc. Products or services may not be available in all jurisdictions, and coverage is subject to actual policy language. Non-insurance products and services may be provided by independent third parties. Certain property-casualty coverages may be provided by a surplus lines insurer. Surplus lines insurers do not generally participate in state guaranty funds, and insureds are therefore not protected by such funds.