

**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): September 8, 2023 (September 1, 2023)

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.)

**1271 Avenue of the Americas
New York, New York**

(Address of principal executive offices)

10020

(Zip Code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	New York Stock Exchange
Depository Shares Each Representing a 1/1,000 th Interest in a Share of Series A 5.85% Non-Cumulative Perpetual Preferred Stock	AIG PRA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective October 1, 2023, Lucy Fato, Executive Vice President, General Counsel & Global Head of Communications and Government Affairs of American International Group, Inc. (the “Company” or “AIG”), is transitioning from her current position to a Vice Chair position.

AIG and Ms. Fato have entered into an agreement to memorialize certain terms regarding her transition of duties, including that Ms. Fato will receive (subject to her obligations set forth in the agreement) annual target direct compensation for 2024 comprised of an annual base salary of \$1,000,000, a 2024 short-term incentive award of at least \$1,750,000 and a target 2024 long-term incentive award of \$3,300,000. Upon her termination of employment, Ms. Fato will be eligible for the severance payments and benefits described in AIG’s 2023 Notice of Annual Meeting and Proxy Statement filed with the Securities and Exchange Commission on March 29, 2023 (except that her outstanding stock options will remain outstanding for their full scheduled term).

The foregoing description of the transition agreement is qualified in its entirety by reference to the full text of the agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2023.

A copy of AIG’s related press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. **Financial Statements and Exhibits.**

The following exhibits are filed as a part of this Report.

Exhibit No. **Description**

[99.1](#) [Press Release of American International Group, dated September 5, 2023.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

EXHIBIT INDEX

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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 thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Prabha Sipi Bhandari
Name: Prabha Sipi Bhandari
Title: Senior Vice President, Deputy General Counsel and
Corporate Secretary

DATE: September 8, 2023

**Press Release**

www.aig.com

Contacts:Quentin McMillan (Investors): quentin.mcmillan@aig.comDana Ripley (Media): dana.ripley@aig.com**Lucy Fato to Assume Role of Vice Chair at AIG**

NEW YORK – September 5, 2023 – American International Group (NYSE: AIG) today announced that Lucy Fato will transition from her current role as Executive Vice President, General Counsel & Global Head of Communications and Government Affairs to Vice Chair at AIG, effective October 1, 2023. In this newly created role, Ms. Fato will report to Peter Zaffino, Chairman & Chief Executive Officer of AIG, and continue to support AIG's journey to become a top performing global insurer.

Mr. Zaffino stated: "Since Lucy joined AIG in 2017, she has played a pivotal role in successfully navigating AIG's complicated transformational work and executing on multiple complex workstreams that have transformed the company into what it is today. These include strengthening AIG's governance framework and stakeholder engagement, assessing and enhancing our organizational health, leading the design of AIG's Purpose & Values, positioning AIG and Corebridge Financial as separate standalone entities, navigating the complexities of the pandemic, and executing on a series of transactions and partnerships that have streamlined our portfolio and repositioned AIG for long-term profitable growth. I have valued Lucy's involvement in so many critical moments for AIG, admire her work ethic and tireless commitment to making a difference, and look forward to her continued contributions in her new role."

Ms. Fato stated: "It has been an honor to work with Peter, someone I have known for almost two decades and admire for his exceptional leadership, integrity, allyship and commitment to excellence. AIG's accomplishments over the last few years have been extraordinary, and I look forward to continuing to collaborate with Peter in my new role and contributing to AIG's ongoing success. Additionally, I am very proud of the talented colleagues in the Global Legal, Compliance, Regulatory, Government Affairs and Communications teams that I have had the privilege of leading and the important role they have played in the most complex turnaround and transformation in the history of the insurance industry."

Rose Marie Glazer, Executive Vice President, Chief Human Resources & Diversity Officer, will serve as interim General Counsel and Head of Government Affairs and Jennifer Silane, Chief of Staff to the Chairman & CEO of AIG, will serve as interim Head of Global Communications in addition to their current roles until permanent successors for Ms. Fato are named.

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About AIG

American International Group, Inc. (AIG) is a leading global insurance organization. AIG member companies provide insurance solutions that help businesses and individuals in approximately 70

countries and jurisdictions protect their assets and manage risks. For additional information, visit www.aig.com. AIG common stock is listed on the New York Stock Exchange.

AIG is the marketing name for the worldwide operations of American International Group, Inc. 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 countries and jurisdictions, and coverage is subject to underwriting requirements and 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.
