

**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, 2021**

**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.)

**175 Water Street  
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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	AIG 67BP	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	New York Stock Exchange
Stock Purchase Rights		New York Stock Exchange
Depository Shares Each Representing a 1/1,000 <sup>th</sup> 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 as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

## Section 5 – Corporate Governance and Management

### Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

#### *Appointment of James Cole, Jr.*

On March 1, 2021, the Board of Directors (the “Board”) of American International Group, Inc. (the “Company” or “AIG”) appointed James Cole, Jr. as a director of AIG, effective March 15, 2021 (the “Effective Date”). No determinations as to Mr. Cole’s committee appointments have been made at this time. AIG’s press release announcing Mr. Cole’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On the Effective Date, Mr. Cole will be granted a pro-rated annual award of deferred stock units, consistent with the compensation of AIG’s independent directors, as described under “Corporate Governance — Compensation of Directors” in AIG’s 2020 Proxy Statement filed with the Securities and Exchange Commission on March 31, 2020.

There are no arrangements or understandings between Mr. Cole and any other persons pursuant to which he was selected as a director. Mr. Cole has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

#### *Retirement of Henry Miller*

On March 1, 2021, Henry Miller, a member of the Board, notified the Board and AIG of his decision to retire from the Board, effective as of AIG’s 2021 Annual Meeting of Shareholders to be held on May 12, 2021, in accordance with Section VI(C) of AIG’s Corporate Governance Guidelines which states that no individual shall stand for election as a director after reaching the age of 75, unless the Board waives this limitation.

## 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 2, 2021.](#)

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

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release of American International Group, Inc., dated March 2, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 hereunto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**  
**(Registrant)**

Date: March 2, 2021

By: /s/ Kristen W. Prohl

Name: Kristen W. Prohl

Title: Assistant Secretary

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FOR IMMEDIATE RELEASE

**Press Release**

AIG  
175 Water Street  
New York, NY 10038  
www.aig.com

## Contacts:

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**JAMES COLE, JR., CHAIRMAN AND CEO OF THE JASCO GROUP, FORMER  
PARTNER AT WACHTELL, LIPTON, ROSEN & KATZ, JOINS AIG'S  
BOARD OF DIRECTORS**

**NEW YORK CITY – March 2, 2021** – American International Group, Inc. (NYSE: AIG) today announced that its Board of Directors has elected James Cole, Jr., as a Director of the company, effective March 15, 2021. Mr. Cole, 52, is Chairman and Chief Executive Officer of The Jasco Group, a New York City-based multidimensional investment management firm.

“AIG is fortunate to have someone with James’ depth and breadth of business and public policy experience join our Board of Directors,” said Brian Duperreault, Executive Chairman of AIG. “AIG’s stakeholders will benefit from his expertise and insights. We are delighted to welcome James to the Board.”

“As we continue to position AIG for growth in an ever-changing world, it is critical that Directors bring deep expertise on complex matters and diverse perspectives to help us navigate a new and better course forward,” said Peter Zaffino, President and Chief Executive Officer of AIG. “James has a forward-looking, optimistic point-of-view and he will help us rise to the challenges we face as a global risk management and insurance company seeking to create value for our clients, shareholders and other stakeholders while investing in the futures of our colleagues.”

Mr. Cole spent approximately 15 years with the law firm Wachtell, Lipton, Rosen & Katz where he specialized in Mergers & Acquisitions and Corporate Governance. He was the first Black partner in the firm’s history. In addition to Mr. Cole’s accomplished business career, he has been a dedicated advocate for education at all levels. He has an extensive background in public policy with a distinguished track record of achievements as a public servant. Mr. Cole served in President Obama’s Administration in 2016 as U.S. Delegated Deputy Secretary of Education. In his role as Deputy Secretary, he was responsible for the Department of Education’s work on President Obama’s *My Brother’s Keeper Task Force*, which worked to close the education and opportunity gaps faced by young men of color. Prior to that, in December 2014, he was confirmed by the U.S. Senate as the Department of Education’s General Counsel after spending three years as Deputy General Counsel at the U.S. Department of Transportation. Mr. Cole began his career as a financial analyst at GE Capital Corporation.



**FOR IMMEDIATE RELEASE**

Mr. Cole currently serves on the National Board of Directors of Jumpstart, which provides language, literacy and socio-economic programming for pre-school children from under-resourced and under-served communities. Mr. Cole received his B.S. in Finance from the University of Illinois at Urbana-Champaign and his J.D. from The University of Chicago.

“It is a privilege to join AIG’s Board of Directors at a pivotal time in the company’s history,” Mr. Cole said. “The steady progress AIG has made in recent years is evident and I look forward to working with the other AIG Directors in supporting the Executive Leadership Team, and the entire organization, as they pursue their vision for the future and accelerate their momentum to become a top-performing insurance franchise.”

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American International Group, Inc. (AIG) is a leading global insurance organization. AIG member companies provide a wide range of property casualty insurance, life insurance, retirement solutions, and other financial services to customers in approximately 80 countries and jurisdictions. These diverse offerings include products and services that help businesses and individuals protect their assets, manage risks and provide for retirement security. AIG common stock is listed on the New York Stock Exchange.

Additional information about AIG can be found at [www.aig.com](http://www.aig.com) | YouTube: [www.youtube.com/aig](http://www.youtube.com/aig) | Twitter: [@AIGinsurance](https://twitter.com/AIGinsurance) | [www.twitter.com/AIGinsurance](https://www.twitter.com/AIGinsurance) | LinkedIn: [www.linkedin.com/company/aig](http://www.linkedin.com/company/aig). These references with additional information about AIG have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release.

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](http://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 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.