



American International Group, Inc.

**\$1,000,000,000**

**4.125% NOTES DUE 2024**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	4.125% Notes Due 2024
<b>Expected Ratings (Moody's / S&amp;P)*:</b>	Baa1 (Stable) / A- (Negative)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	September 25, 2013
<b>Settlement Date:</b>	October 2, 2013 (T + 5)
<b>Maturity Date:</b>	February 15, 2024
<b>Principal Amount:</b>	\$1,000,000,000
<b>Price to Public:</b>	99.937% of principal amount
<b>Gross Underwriting Discount:</b>	0.500%
<b>Net Proceeds to Issuer Before Expenses:</b>	\$994,370,000
<b>Spread to Treasury Benchmark:</b>	150 basis points
<b>Treasury Benchmark:</b>	2.500% due August 15, 2023
<b>Treasury Benchmark Yield:</b>	2.633%
<b>Coupon:</b>	4.125%
<b>Yield to Maturity:</b>	4.133%
<b>Interest Payment Dates:</b>	Semi-annually on February 15 and August 15 of each year, commencing February 15, 2014 (short first interest period)

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<b>Day Count Convention:</b>	30/360, unadjusted
<b>Denominations:</b>	\$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time at a discount rate of Treasury + 25 basis points
<b>CUSIP/ISIN:</b>	026874CY1 / US026874CY14
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc. Deutsche Bank Securities Inc. Goldman, Sachs & Co. Morgan Stanley & Co. LLC
<b>Joint Lead Managers:</b>	BNP Paribas Securities Corp. RBC Capital Markets, LLC
<b>Co-Managers:</b>	ANZ Securities, Inc. Lloyds Securities Inc. nabSecurities, LLC Santander Investment Securities Inc.
<b>Junior Co-Managers:</b>	CastleOak Securities, L.P. Drexel Hamilton, LLC Lebenthal & Co., LLC Loop Capital Markets LLC Mischler Financial Group, Inc. The Williams Capital Group, L.P.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, Goldman, Sachs & Co. toll-free at 1-866-471-2526 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.