

**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): December 11, 2019

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

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
Warrants (expiring January 19, 2021)	AIG WS	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 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 (§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 1 — Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

The information set forth under Item 3.03 below of this Current Report on Form 8-K is incorporated into this Item 1.01 by reference.

Section 3 — Securities and Trading Markets

Item 3.03 Material Modification to Rights of Security Holders.

On December 11, 2019, American International Group, Inc. (“AIG”) entered into Amendment No. 3 (“Amendment No. 3”) to AIG’s Tax Asset Protection Plan (the “Plan”), dated as of March 9, 2011, between AIG and Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, National Association, as Rights Agent, as previously amended by Amendment No. 1 (“Amendment No. 1”) to the Plan, dated as of January 8, 2014, and Amendment No. 2 (“Amendment No. 2”) to the Plan, dated as of December 14, 2016. The Plan, the purpose of which is to help protect AIG’s ability to recognize certain tax benefits in future periods from net operating losses and other tax attributes, was originally scheduled to expire at the close of business on March 9, 2014. Amendment No. 1 extended the expiration date of the Plan to the close of business on January 8, 2017 and also made minor technical changes to the Plan. Amendment No. 2 extended the expiration date of the Plan to the close of business on December 14, 2019 (subject to other earlier termination events as described in the Plan). Amendment No. 3, which was unanimously approved by AIG’s Board of Directors, extends the expiration date of the Plan to the close of business on December 11, 2022 (subject to other earlier termination events as described in the Plan) and also makes minor changes to the Plan to remove provisions related to the U.S. Treasury’s ownership of AIG equity interests that are no longer applicable since the U.S. Treasury no longer holds any equity interests in AIG.

The Plan is described in and included as [Exhibit 4.1](#) to our Current Report on Form [8-K](#) filed on March 9, 2011, Amendment No. 1 is described in and included as [Exhibit 4.1](#) to our Current Report on Form [8-K](#) filed on January 8, 2014, and Amendment No. 2 is described in and included as [Exhibit 4.1](#) to our Current Report on Form [8-K](#) filed on December 14, 2016, and each is incorporated in its entirety into this Item 3.03 by reference. The foregoing description of Amendment No. 3 is qualified in its entirety by reference to the full text of Amendment No. 3, attached to this Current Report on Form 8-K as Exhibit 4.1 and incorporated in its entirety into this Item 3.03 by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

4.1 [Amendment No. 3 to Tax Asset Protection Plan, dated as of December 11, 2019, between American International Group, Inc. and Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, National Association, as Rights Agent.](#)

99.1 [Press release of American International Group, Inc., dated December 11, 2019.](#)

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

EXHIBIT INDEX

Exhibit No.	Description
4.1	Amendment No. 3 to Tax Asset Protection Plan, dated as of December 11, 2019, between American International Group, Inc. and Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, National Association, as Rights Agent.
99.1	Press release of American International Group, Inc., dated December 11, 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: December 11, 2019

By: /s/ Kristen W. Prohl

Name: Kristen W. Prohl

Title: Associate General Counsel and Assistant Secretary

AMENDMENT NO. 3 TO TAX ASSET PROTECTION PLAN

Amendment No. 3, dated as of December 11, 2019 (this “Amendment”), to the Tax Asset Protection Plan, dated as of March 9, 2011, as previously amended by Amendment No. 1, dated as of January 8, 2014 and by Amendment No. 2, dated as of December 14, 2016 (together, the “Plan”), between American International Group, Inc., a Delaware corporation (including any successor hereunder, the “Company”), and Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, National Association, as Rights Agent (the “Rights Agent”, which term shall include any successor Rights Agent hereunder).

WITNESSETH:

WHEREAS, the Company and the Rights Agent are parties to the Plan;

WHEREAS, Section 5.5 of the Plan provides that the Company and the Rights Agent may amend the Plan in any respect without the approval of the holders of Rights;

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to amend the Plan as set forth in this Amendment; and

WHEREAS, pursuant to the terms of the Plan and in accordance with Section 5.5 thereof, the Company has directed that the Plan be amended as set forth in this Amendment, and by its execution and delivery hereof, directs the Rights Agent to execute and deliver this Amendment.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements set forth in the Plan and in this Amendment, the parties hereto hereby amend the Plan as follows:

1. Amendments.

a. Clause (ii) of the definition of “Acquiring Person” in Section 1.1 of the Plan is hereby amended and restated in its entirety to read as follows:

“(ii) any Person who becomes the Beneficial Owner of 4.99% or more of the outstanding shares of Common Stock after the time of the first public announcement of this Plan solely as a result of (A) an acquisition by the Company of shares of Common Stock or (B) an acquisition directly from the Company in a transaction which duly authorized officers of the Company have determined shall not result in the creation of an Acquiring Person under the Plan, until, in each case, such time thereafter as such Person becomes the Beneficial Owner (other than by means of a stock dividend, stock split or reclassification) of additional shares of Common Stock while such Person is or as a result of which such Person becomes the Beneficial Owner of 4.99% or more of the outstanding shares of Common Stock.”

b. Clause (iii) of the definition of “Expiration Time” in Section 1.1 of the Plan is hereby amended and restated in its entirety to read as follows:

“(iii) the Close of Business on December 11, 2022, provided that the Board of Directors may determine to extend this Plan prior to such date as long as the extension is submitted to the stockholders of the Company for ratification at the next succeeding annual meeting and”

c. The last three sentences of Section 5.3 of the Plan are hereby amended and restated to read as follows:

“Furthermore, the Board of Directors shall approve within ten (10) Business Days of receiving an Exemption Request as provided in this Section 5.3 of any proposed acquisition that does not cause any aggregate increase in the Beneficial Ownership of Persons with Beneficial Ownership of 4.99% or more of (i) the Common Stock then outstanding or (ii) any class of stock (as defined for purposes of Section 382 of the Code, or “Stock”) (other than Common Stock) then outstanding (any such Person, a “Five Percent Stockholder”) (as determined after giving effect to the proposed transfer) over the lowest Beneficial Ownership of Stock by such Five Percent Stockholders (as determined immediately before the proposed acquisition) at any time during the relevant testing period, in all cases for purposes of Section 382 of the Code.”

2. Capitalized Terms. Capitalized terms used herein but not otherwise defined herein shall have the meanings assigned to them in the Plan.
3. Descriptive Headings; Section References. Descriptive headings appear herein for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof. Where a reference in this Amendment is made to a Section, such reference shall be to a Section of the Plan unless otherwise indicated.
4. **GOVERNING LAW; EXCLUSIVE JURISDICTION**. (a) **THIS AMENDMENT SHALL BE DEEMED TO BE A CONTRACT MADE UNDER THE LAWS OF THE STATE OF DELAWARE AND FOR ALL PURPOSES SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF SUCH STATE APPLICABLE TO CONTRACTS ENTERED INTO, MADE WITHIN, AND TO BE PERFORMED ENTIRELY WITHIN THE STATE OF DELAWARE, WITHOUT GIVING EFFECT TO ANY CHOICE OR CONFLICT OF LAWS PROVISIONS OR RULES THAT WOULD CAUSE THE APPLICATION OF LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF DELAWARE.**

(b) (i) THE COMPANY AND EACH HOLDER OF RIGHTS HEREBY IRREVOCABLY SUBMITS TO THE EXCLUSIVE JURISDICTION OF THE COURT OF CHANCERY OF THE STATE OF DELAWARE, OR, IF SUCH COURT SHALL LACK SUBJECT MATTER JURISDICTION, THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE OVER ANY SUIT, ACTION, OR PROCEEDING ARISING OUT OF OR RELATING TO OR CONCERNING THIS AMENDMENT. The Company and each holder of Rights acknowledge that the forum designated by this paragraph (b) has a reasonable relation to this Amendment, and to such Persons’ relationship with one another.

(ii) The Company and each holder of Rights hereby waive, to the fullest extent permitted by applicable law, any objection which they now or hereafter have to personal jurisdiction or to the laying of venue of any such suit, action or proceeding brought in any court referred to in paragraph (b)(i). The Company and each holder of Rights undertake not to commence any action subject to this Amendment in any forum other than the forum described in this paragraph (b). The Company and each holder of Rights agree that, to the fullest extent permitted by applicable law, a final and non-appealable judgment in any such suit, action, or proceeding brought in any such court shall be conclusive and binding upon such Persons.

5. Effect of this Amendment. Except as expressly set forth herein, the amendments contained herein shall not constitute an amendment or waiver of any provision of the Plan, and the provisions of the Plan, as amended hereby, shall remain in full force and effect. Each reference to “hereof”, “hereunder”, “herein” and “hereby” and each other similar reference and each reference to “this Plan” and each other similar reference contained in the Plan shall from and after the date hereof refer to the Plan as amended hereby.
6. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.
7. Severability. If any term or provision hereof or the application thereof to any circumstance shall, in any jurisdiction and to any extent, be invalid or unenforceable, such term or provision shall be ineffective as to such jurisdiction to the extent of such invalidity or unenforceability without invalidating or rendering unenforceable the remaining terms and provisions hereof or the application of such term or provision to circumstances other than those as to which it is held invalid or unenforceable.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment No. 3 as of the date first written above.

AMERICAN INTERNATIONAL GROUP, INC.

By /s/ Sabra R. Purtill

Name: Sabra R. Purtill

Title: Senior Vice President, Deputy CFO, Treasurer, Investor and
Rating Agency Relations

EQUINITI TRUST COMPANY

By /s/ Martin J. Knapp

Name: Martin J. Knapp

Title: Vice President

[Signature page to Amendment No. 3 to Tax Asset Protection Plan]



Press Release
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AIG EXTENDS TAX ASSET PROTECTION PLAN

NEW YORK, December 11, 2019 -- American International Group, Inc. (NYSE: AIG) announced today that its Board of Directors has adopted Amendment No. 3 to AIG's Tax Asset Protection Plan (the Plan). The Plan, which is designed to protect AIG's substantial tax assets, was scheduled to expire on December 14, 2019. Amendment No. 3 to the Plan extends the expiration date of the Plan to December 11, 2022 (subject to other earlier termination events as described in the Plan) and makes minor technical changes to the Plan to remove provisions related to the U.S. Treasury's ownership of AIG equity interests that are no longer applicable since the U.S. Treasury no longer holds any equity interests in AIG.

AIG's ability to use its tax attributes may be significantly limited if there were an "ownership change" as defined under Section 382 of the Internal Revenue Code and related Internal Revenue Service pronouncements. In general, an ownership change will occur when the percentage of AIG's ownership (by value) of one or more "5-percent shareholders" (as defined in the Code) has increased by more than 50 percent over the lowest percentage owned by such shareholders at any time during the prior three years (calculated on a rolling basis).

The Plan is designed to reduce the likelihood that AIG will experience an ownership change by discouraging any person from becoming a 5-percent shareholder. There is no guarantee, however, that the Plan will prevent AIG from experiencing an ownership change.

AIG's Board of Directors has the discretion under certain circumstances to exempt acquisitions of AIG securities from the provisions of the Plan. The Plan may be further amended by the Board at any time. AIG expects to ask shareholders to ratify Amendment No. 3 to the Plan at the next Annual Meeting of Shareholders. AIG's Board of Directors also expects to recommend to shareholders that they approve a three-year extension of the tax asset protection provisions in AIG's Amended and Restated Certificate of Incorporation at the next Annual Meeting of Shareholders.



Additional information regarding Amendment No. 3 to the Plan will be contained in a Form 8-K and in a Registration Statement on Form 8-A/A that AIG is filing with the Securities and Exchange Commission.

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Certain statements in this press release constitute forward-looking statements. These statements are not historical facts but instead represent only AIG's belief regarding future events, many of which, by their nature, are inherently uncertain and outside AIG's control. It is possible that actual results will differ, possibly materially, from the anticipated results indicated in these statements. Factors that could cause actual results to differ, possibly materially, from those in the forward-looking statements are discussed throughout AIG's periodic filings with the SEC pursuant to the Securities Exchange Act of 1934.

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American International Group, Inc. (AIG) is a leading global insurance organization. Building on 100 years of experience, today AIG member companies provide a wide range of property casualty insurance, life insurance, retirement solutions, and other financial services to customers in more than 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 | YouTube: www.youtube.com/aig | Twitter: [@AIGinsurance](https://twitter.com/AIGinsurance) www.twitter.com/AIGinsurance | LinkedIn: 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. 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.
