
**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): July 1, 2014

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 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 July 1, 2014, American International Group, Inc. (“AIG”) announced that it will redeem all of its outstanding 4.875% Notes Due 2016 (CUSIP No. 026874CB1) (the “2016 Notes”) and all of its outstanding 3.800% Notes Due 2017 (CUSIP No. 026874CS4) (the “2017 Notes” and, together with the 2016 Notes, the “Notes”) on July 31, 2014 (the “Redemption Date”). On the Redemption Date, AIG will pay to the registered holders of each series of Notes a redemption price per \$1,000 principal amount of Notes as determined in accordance with the applicable indenture governing such series of Notes, plus accrued and unpaid interest to, but not including, the Redemption Date. The Notes are part of the Direct Investment book (“DIB”) and will be repaid using cash allocated to the DIB. As of July 1, 2014, \$790,175,000 aggregate principal amount of 2016 Notes were outstanding and \$1,250,000,000 aggregate principal amount of 2017 Notes were outstanding.

The information contained in this Current Report on Form 8-K does not constitute a notice of redemption of the Notes. Holders of each series of Notes should refer to the applicable notice of redemption delivered to the registered holders of such series of Notes by The Bank of New York Mellon, the trustee with respect to the Notes.

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 July 1, 2014.

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: July 1, 2014

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 July 1, 2014.



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

Contacts:
Molly Binenfeld (Media): 212-770-3141; molly.binenfeld@aig.com
Liz Werner (Investors): 212-770-7074; elizabeth.werner@aig.com

AIG TO REDEEM 4.875% NOTES DUE 2016 AND 3.800% NOTES DUE 2017

NEW YORK, July 1, 2014 – American International Group, Inc. (NYSE: AIG) today announced that it will redeem all of its outstanding 4.875% Notes Due 2016 (CUSIP No. 026874CB1) (the “2016 Notes”) and all of its outstanding 3.800% Notes Due 2017 (CUSIP No. 026874CS4) (the “2017 Notes” and, together with the 2016 Notes, the “Notes”) on July 31, 2014 (the “Redemption Date”). On the Redemption Date, AIG will pay to the registered holders of each series of Notes a redemption price per \$1,000 principal amount of Notes as determined in accordance with the applicable indenture governing such series of Notes, plus accrued and unpaid interest to, but not including, the Redemption Date. The Notes are part of the Direct Investment book (“DIB”) and will be repaid using cash allocated to the DIB. As of July 1, 2014, \$790,175,000 aggregate principal amount of 2016 Notes were outstanding and \$1,250,000,000 aggregate principal amount of 2017 Notes were outstanding.

The Notes are held only in book-entry form through The Depository Trust Company (“DTC”). DTC will redeem the Notes in accordance with its procedures.

This press release does not constitute a notice of redemption of the Notes. Holders of each series of Notes should refer to the applicable notice of redemption delivered to the registered holders of such series of Notes by The Bank of New York Mellon, the trustee with respect to the Notes.

Certain statements in this press release, including those describing the completion of the redemption, 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 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: [@AIGInsurance](https://twitter.com/AIGInsurance) | 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 countries, 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.