
**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 18, 2013

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.)

180 Maiden Lane
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 9 — Financial Statements and Exhibits**Item 9.01. Financial Statements and Exhibits.**

Exhibits are filed herewith in connection with the issuance by American International Group, Inc. (the “Company”), on September 18, 2013, of \$25,000,000 aggregate principal amount of Medium-Term Notes, Series H, Senior Unsecured Floored Floating Rate Notes due September 18, 2023 (the “Notes”), pursuant to the Company’s automatic shelf registration statement on Form S-3, as amended by Post-Effective Amendment No. 1 thereto (File No. 333-182469) (the “Registration Statement”).

(d) Exhibits.

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report on Form 8-K:

- 5.1 Opinion of James J. Killerlane III, dated September 18, 2013, as to the validity of the Notes.
- 23.1 Consent of James J. Killerlane III (included in Exhibit 5.1).

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: September 18, 2013

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of James J. Killerlane III, dated September 18, 2013, as to the validity of the Notes.
23.1	Consent of James J. Killerlane III (included in Exhibit 5.1).

[Letterhead of American International Group, Inc.]

September 18, 2013

American International Group, Inc.,
180 Maiden Lane,
New York, New York 10038

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of \$25,000,000 principal amount of Medium-Term Notes, Series H, Senior Unsecured Floored Floating Rate Notes due September 18, 2023 (the "Notes"), of American International Group, Inc., a Delaware corporation (the "Company"), pursuant to the Indenture, dated as of October 12, 2006, as amended by the Fourth Supplemental Indenture, dated as of April 18, 2007, and the Eighth Supplemental Indenture, dated as of December 3, 2010 (as so amended, the "Indenture"), in each case between the Company and The Bank of New York Mellon, as Trustee (the "Trustee"), I, as an Associate General Counsel and Assistant Secretary of the Company, have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, I advise you that, in my opinion, the Notes constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

The foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible, and I have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee, that the Specimen Master Medium-Term Note, Series H, dated May 3, 2013 ("Master Note"), conforms to the specimen thereof examined by me, that the Trustee's certificate of authentication of the Master Note has been manually signed by one of the Trustee's authorized officers, that the Trustee has made an appropriate entry on Schedule A to the Master Note identifying the Notes as Supplemental Obligations (as such term is defined in the Master Note) in accordance with the instructions of the Company, that the Notes have been delivered against payment as contemplated in the Company's Registration Statement on Form S-3, as amended by Post-Effective Amendment No. 1 thereto (File No. 333-182469), relating to the Notes, and that the signatures on all documents examined by me are genuine, assumptions that I have not independently verified.

I hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K, filed on the date hereof. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ James J. Killerlane III