

**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 27, 2018**

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-8787

13-2592361

(State or other jurisdiction
of incorporation)

(Commission File Number)

(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))

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 8 — Other Events

Item 8.01. Other Events.

On September 27, 2018, American International Group, Inc. (“AIG”) announced that Validus Holdings, Ltd. (“Validus Holdings”), an AIG company, will redeem all of Validus Holdings’ outstanding 5.875% Non-Cumulative Preference Shares, Series A (CUSIP No. 91915W201) (the “Series A Preference Shares”) and all of Validus Holdings’ outstanding 5.800% Non-Cumulative Preference Shares, Series B (CUSIP No. 91915W300) (the “Series B Preference Shares” and, together with the Series A Preference Shares, the “Preference Shares”) on October 30, 2018 (the “Preference Shares Redemption Date”). On the Preference Shares Redemption Date, Validus Holdings will pay to the registered holders of each series of Preference Shares a redemption price of \$26,000 per Preference Share, plus all declared and unpaid dividends, if any, up to, but excluding, the Preference Shares Redemption Date.

In addition, on September 27, 2018, AIG announced that Validus Reinsurance, Ltd. (“Validus Reinsurance”), an AIG company, will redeem all of Validus Reinsurance’s outstanding Floating Rate Deferrable Interest Junior Subordinated Notes due July 30, 2037 (CUSIP Numbers 33848KAA0 and 33848KAC6) (the “Junior Notes”) on October 30, 2018 (the “Junior Notes Redemption Date”). On the Junior Notes Redemption Date, Validus Reinsurance will pay to the registered holders of the Junior Notes a redemption price equal to 100% of the principal amount of each Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Junior Notes Redemption Date.

The information contained in this Current Report on Form 8-K does not constitute a notice of redemption of the Preference Shares or the Junior Notes. Holders of each series of Preference Shares and holders of the Junior Notes should refer to the applicable notice of redemption delivered to the registered holders of such series of Preference Shares or such Junior Notes.

Copies of the press releases regarding the redemption of the Preference Shares and the redemption of the Junior Notes are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d)	Exhibits.
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<u>99.1</u>	<u>Press release of American International Group, Inc. dated September 27, 2018.</u>
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<u>99.2</u>	<u>Press release of American International Group, Inc. dated September 27, 2018.</u>
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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of American International Group, Inc. dated September 27, 2018.
99.2	Press release of American International Group, Inc. dated September 27, 2018.

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 27, 2018

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Associate General Counsel and Assistant Secretary



Press Release
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VALIDUS HOLDINGS, LTD. ISSUES NOTICE OF REDEMPTION OF PREFERENCE SHARES

NEW YORK, September 27, 2018 – American International Group, Inc. (NYSE: AIG) today announced that Validus Holdings, Ltd. (“Validus”), an AIG company, will redeem all of Validus’ outstanding (i) 5.875% Non-Cumulative Preference Shares, Series A (CUSIP No. 91915W201) (the “Series A Preference Shares”) and (ii) 5.800% Non-Cumulative Preference Shares, Series B (CUSIP No. 91915W300) (the “Series B Preference Shares” and, together with the Series A Preference Shares, the “Preference Shares”). There are currently 6,000 issued and outstanding Series A Preference Shares and 10,000 issued and outstanding Series B Preference Shares. Depositary shares, each representing a 1/1,000th interest in a Series A Preference Share or Series B Preference Share, as applicable (the “Depositary Shares”), are currently listed on the NYSE under the ticker symbols “VRPRA” and “VRPRB,” respectively.

The Preference Shares will be redeemed on October 30, 2018 (the “Redemption Date”) at a redemption price of \$26,000 per Preference Share (\$26 per Depositary Share), plus all declared and unpaid dividends, if any, up to, but excluding, the Redemption Date (the “Redemption Price”). From and after the Redemption Date, all distributions on the Preference Shares will cease to accumulate, such Preference Shares shall no longer be deemed outstanding, and all rights of the holders of such Preference Shares will terminate, except for the right to receive the Redemption Price, without interest thereon. Additionally, the Depositary Shares will be removed from listing on the NYSE following the redemption.

The notices of redemption specifying the terms, conditions and procedures for the redemption of the Series A Preference Shares and Series B Preference Shares (the “Redemption Notices”) will be mailed to holders of record of the Series A Preference Shares and Series B Preference Shares, respectively, and are available by contacting Computershare, Inc. (“Computershare”), the depositary and redemption agent for the Preference Shares, by mail at 462 South Fourth Street, Louisville, KY 40202, Attention: Corporate Actions or by phone at 1-855-396-2084 (1-781-575-2765 outside the United States and Canada). Questions regarding the redemption of the Preference Shares, including the contents of the Redemption Notices, may be directed to Computershare.

This press release does not constitute a notice of redemption under either of the Certificates of Designations governing the Series A Preference Shares or Series B Preference Shares, respectively, and is qualified in its entirety by reference to the Redemption Notices issued by Validus.

Certain statements in this press release, including those describing 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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Validus Holdings, Ltd. is an American International Group, Inc. (AIG) company. AIG is a leading global insurance organization. Founded in 1919, today AIG member companies provide a wide range of property casualty insurance, life insurance, retirement products, 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 and the Tokyo Stock Exchange.

Additional information about AIG can be found at www.aig.com | YouTube: www.youtube.com/aig | Twitter: @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 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.



Press Release

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Claire Talcott (Media): 212-458-6343; claire.talcott@aig.com

VALIDUS REINSURANCE, LTD. ISSUES NOTICE OF REDEMPTION OF JUNIOR SUBORDINATED NOTES

NEW YORK – September 27, 2018 – American International Group, Inc. (NYSE: AIG) today announced that Validus Reinsurance, Ltd. (“Validus Reinsurance”), an AIG company, will redeem all of Validus Reinsurance’s outstanding Floating Rate Deferrable Interest Junior Subordinated Notes due July 30, 2037 (CUSIP Numbers 33848KAA0 and 33848KAC6) (the “Junior Notes”) issued pursuant to the Junior Subordinated Indenture dated as of June 8, 2007, as supplemented from time to time, between Validus Reinsurance, as issuer, and Wilmington Trust Company, as trustee (the “Indenture”).

The Junior Notes will be redeemed on October 30, 2018 (the “Redemption Date”) at a redemption price of 100% of the principal amount of each Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date (the “Redemption Price”). From and after the Redemption Date, all interest on the Junior Notes will cease to accumulate, such Junior Notes shall no longer be deemed outstanding, and all rights of the holders of such Junior Notes will terminate, except for the right to receive the Redemption Price, without interest thereon.

The notice of redemption specifying the terms, conditions and procedures for the redemption of the Junior Notes (the “Redemption Notice”) will be mailed to holders of record of the Junior Notes.

This press release does not constitute a notice of redemption under the Indenture and is qualified in its entirety by reference to the Redemption Notice issued by Validus Reinsurance.

Certain statements in this press release, including those describing 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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Additional information about AIG can be found at www.aig.com | YouTube: www.youtube.com/aig | Twitter: @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 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.