

**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): June 10, 2024 (**June 9, 2024**)

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.)

**1271 Avenue of the Americas
New York, New York 10020**
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	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.

On June 9, 2024, American International Group, Inc. (“AIG”) waived its right under the Separation Agreement dated as of September 14, 2022 and amended as of May 16, 2024 between AIG and Corebridge Financial, Inc. (“Corebridge”) to include a majority of the candidates on each slate of candidates recommended by the Corebridge Board of Directors (the “Board”) to Corebridge’s stockholders in connection with a meeting of stockholders (each, a “Corebridge Slate”).

The foregoing description of the waiver does not purport to be complete and is qualified in its entirety by reference to the full text of the waiver, a copy of which will be attached as an exhibit to AIG’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure.

On June 10, 2024, AIG announced that it has met the requirements for the deconsolidation for accounting purposes of Corebridge. The deconsolidation is a result of the resignation of Christopher Schaper, AIG Executive Vice President, Global Chief Underwriting Officer from the Board and AIG’s waiver of its right to include a majority of the candidates for election on each Corebridge Slate. Following Mr. Schaper’s resignation, the Board’s size has been reduced to twelve directors.

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 June 10, 2024.](#)

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of American International Group, Inc., dated June 10, 2024.
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: June 10, 2024

By: /s/ Christina Banthin

Name: Christina Banthin

Title: Senior Vice President and Corporate Secretary



Press Release

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AIG Completes Deconsolidation of Corebridge Financial

NEW YORK – June 10, 2024 – American International Group, Inc. (NYSE: AIG) today announced it has met the requirements for the deconsolidation of Corebridge Financial (NYSE: CRBG) for accounting purposes. The deconsolidation is a result of AIG's decision to waive its right to majority representation on the Corebridge Financial Board of Directors and the resignation of Chris Schaper, Executive Vice President, Global Chief Underwriting Officer, AIG, from Corebridge Financial's Board of Directors.

"Today's announcement about AIG's deconsolidation of Corebridge Financial is a major achievement, which reflects the culmination of a series of well-planned and deliberate strategic decisions which will position AIG for the future as a leading global Property and Casualty insurer," said Peter Zaffino, Chairman and CEO of AIG. "I am very proud of our colleagues at AIG and Corebridge for all they contributed over the past several years, along with the focus and discipline with which they executed on the separation of the Life & Retirement business. Leading up to their successful IPO in 2022, we are very pleased that Corebridge Financial developed high-quality partnerships with Blackstone and BlackRock, and recently we announced Nippon Life's intent to become an approximately 20% strategic investor, positioning Corebridge Financial for profitable long-term growth and industry leadership."

Mr. Zaffino will continue as Chairman of the Corebridge Financial Board of Directors which has been reduced to 12 members. AIG owns approximately 48.35% of Corebridge Financial's common stock.

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About AIG

American International Group, Inc. (NYSE: AIG) is a leading global insurance organization. AIG provides insurance solutions that help businesses and individuals in approximately 190 countries and jurisdictions protect their assets and manage risks through AIG operations and network partners. For additional information, visit www.aig.com. This website with additional information about AIG has been provided as a convenience, and the information contained on such website is not incorporated by reference into this press release.

AIG is the marketing name for the worldwide operations of American International Group, Inc. 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.

About Corebridge Financial

Corebridge Financial, Inc. (NYSE: CRBG) makes it possible for more people to take action in their financial lives. With more than \$390 billion in assets under management and administration as of March 31, 2024, Corebridge Financial is one of the largest providers of retirement solutions and insurance products in the United States. We proudly partner with financial professionals and institutions to help individuals plan, save for and achieve secure financial futures. For more information, visit corebridgefinancial.com and follow us on LinkedIn and YouTube. These references with additional information about Corebridge have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release.