

**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): **May 12, 2021**

**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                          |
| 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 <sup>th</sup> 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 5 — Corporate Governance and Management

### Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 12, 2021, the shareholders of American International Group, Inc. (“AIG”) approved the American International Group, Inc. 2021 Omnibus Incentive Plan (the “Plan”) at its Annual Meeting of Shareholders. The material terms of the Plan are described in “Proposal 3—Approval of American International Group, Inc. 2021 Omnibus Incentive Plan” in AIG’s [definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 30, 2021](#), which description is incorporated by reference herein.

### Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 12, 2021, AIG held its Annual Meeting of Shareholders at which holders of AIG’s common stock, par value \$2.50 per share (“Common Stock”), voted upon (i) the election of thirteen nominees as directors until the next annual election and until their successors are duly elected and qualified; (ii) a non-binding advisory resolution to approve executive compensation; (iii) a proposal to approve the Plan; (iv) the ratification of the selection of PricewaterhouseCoopers LLP as AIG’s independent registered public accounting firm for 2021; and (v) a shareholder proposal calling for AIG’s Board of Directors (the “Board”) to take steps to amend AIG’s By-laws to provide shareholders who hold at least 10 percent of AIG’s outstanding Common Stock the right to call special meetings.

The shareholders elected all thirteen director nominees presented, approved the non-binding advisory resolution to approve executive compensation, approved the proposal to approve the Plan, ratified the selection of PricewaterhouseCoopers LLP as AIG’s independent registered public accounting firm for 2021 and did not approve the shareholder proposal.

The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

#### Proposal 1 – Election of Directors

|                      | For         | % <sup>1</sup> | Against     | Abstain | Broker Non-Votes |
|----------------------|-------------|----------------|-------------|---------|------------------|
| James Cole, Jr.      | 718,943,381 | 99.70          | 2,114,247   | 259,610 | 33,957,776       |
| W. Don Cornwell      | 625,408,135 | 86.73          | 95,653,756  | 255,347 | 33,957,776       |
| Brian Duperreault    | 646,261,897 | 89.61          | 74,859,571  | 195,770 | 33,957,776       |
| John H. Fitzpatrick  | 656,495,635 | 91.03          | 64,622,947  | 198,656 | 33,957,776       |
| William G. Jurgensen | 646,488,575 | 89.65          | 74,611,474  | 217,189 | 33,957,776       |
| Christopher S. Lynch | 593,001,212 | 82.23          | 128,070,756 | 245,270 | 33,957,776       |
| Linda A. Mills       | 647,302,420 | 89.76          | 73,804,468  | 210,350 | 33,957,776       |
| Thomas F. Motamed    | 647,022,837 | 89.72          | 74,067,375  | 227,026 | 33,957,776       |
| Peter R. Porrino     | 658,310,179 | 91.29          | 62,745,626  | 261,433 | 33,957,776       |
| Amy L. Schioldager   | 649,522,109 | 90.07          | 71,574,504  | 220,625 | 33,957,776       |
| Douglas M. Steenland | 619,568,911 | 85.91          | 101,538,180 | 210,147 | 33,957,776       |
| Therese M. Vaughan   | 647,307,668 | 89.76          | 73,793,477  | 216,093 | 33,957,776       |
| Peter Zaffino        | 716,525,098 | 99.36          | 4,587,973   | 204,167 | 33,957,776       |

<sup>1</sup> Votes cast for the director nominee as a percentage of total votes cast for and against.

**Proposal 2 – Non-binding Advisory Vote to Approve Executive Compensation**

| <b>For</b>  | <b>%<sup>2</sup></b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------------|----------------|----------------|-------------------------|
| 535,112,822 | 74.22                | 185,845,929    | 358,487        | 33,957,776              |

**Proposal 3 – Approval of the American International Group, Inc. 2021 Omnibus Incentive Plan**

| <b>For</b>  | <b>%<sup>3</sup></b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------------|----------------|----------------|-------------------------|
| 642,418,959 | 89.06                | 78,600,522     | 297,757        | 33,957,776              |

**Proposal 4 – Ratification of the of PricewaterhouseCoopers LLP as AIG’s independent registered public accounting firm for 2021**

| <b>For</b>  | <b>%<sup>2</sup></b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------------|----------------|----------------|-------------------------|
| 731,836,196 | 96.93                | 23,164,549     | 274,269        | 0                       |

**Proposal 5 – Shareholder Proposal on Special Shareholder Meetings**

| <b>For</b>  | <b>%<sup>2</sup></b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------------|----------------|----------------|-------------------------|
| 273,320,899 | 37.91                | 447,582,660    | 413,679        | 33,957,776              |

**Section 8 — Other Events**

**Item 8.01. Other Events**

On May 12, 2021, the Board approved changes to AIG’s compensation arrangements for its non-employee directors. Effective immediately, non-employee directors of the Board will receive an annual grant of \$185,000 in Deferred Stock Units (“DSUs”), which represents an increase of \$15,000 to the annual grant of DSUs, which was previously \$170,000. This change was recommended by the Board’s Nominating and Corporate Governance Committee (the “Committee”) and reflects the Committee’s discussions with the Board’s independent compensation consultant, Frederic W. Cook & Co. No other changes were made to AIG’s compensation structure for its non-employee directors.

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<sup>2</sup> Votes cast for the proposal as a percentage of total votes cast for and against.

<sup>3</sup> Votes cast for the proposal as a percentage of total votes cast for and against and abstentions.

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**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: May 13, 2021

By: /s/ Kristen W. Prohl

Name: Kristen W. Prohl

Title: Assistant Secretary

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