

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 19, 2023 (June 23, 2023)**

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.)

1271 Avenue of the Americas
New York, New York

10020

(Address of principal executive offices)

(Zip Code)

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:

- 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
Depository Shares Each Representing a 1/1,000 th 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

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

On June 20, 2023, American International Group, Inc. (the “Company” or “AIG”) announced that Shane Fitzsimons will step down from his position as Chief Financial Officer of AIG, following a medical leave of absence. In connection with his departure from AIG, Mr. Fitzsimons will receive compensation and benefits in accordance with AIG’s 2012 Executive Severance Plan and Long-Term Incentive Plan, as applicable, the terms of which are described in AIG’s 2023 Notice of Annual Meeting and Proxy Statement filed with the Securities and Exchange Commission on March 29, 2023.

Also on June 20, 2023, the Company announced the appointment of Sabra Purtill, who has served as AIG’s Interim Chief Financial Officer since January 2023, to serve as the Company’s Chief Financial Officer on a permanent basis.

In connection with her appointment, the Company and Ms. Purtill entered into a letter agreement to memorialize certain changes to her compensation arrangements (the “Agreement”), which were approved by the Compensation and Management Resources Committee of the Board of Directors of AIG. The Agreement provides that Ms. Purtill’s initial annual target direct compensation will be \$5,600,000, comprised of an annual base salary of \$1,000,000, a target 2023 short-term incentive opportunity of \$1,700,000 and a target 2024 long-term incentive award opportunity of \$2,900,000. The Agreement also provides that Ms. Purtill will receive an award of restricted stock units with a value equal to \$1,250,000 under AIG’s Long Term Incentive Plan, which award will vest in three equal tranches on the first, second and third anniversaries of the grant date. In addition, Ms. Purtill will be eligible to receive severance benefits in the event of a covered termination under AIG’s 2012 Executive Severance Plan. Ms. Purtill will also receive benefits and perquisites consistent with senior executives of AIG and in each case in accordance with applicable AIG policies as in effect from time to time. Any bonus, equity or equity-based award or other incentive compensation granted to Ms. Purtill will be subject to the AIG Clawback Policy (and any other AIG clawback policies as may be in effect from time to time).

The foregoing description of the Agreement is qualified in its entirety reference to the full text of the Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ending June 30, 2023.

A copy of AIG’s related press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. **Financial Statements and Exhibits.**

The following exhibits are filed as a part of this Report.

Exhibit No.	Description
<u>99.1</u>	<u>Press Release of American International Group, dated June 20, 2023.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

EXHIBIT INDEX

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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 thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Prabha Sipi Bhandari

Name: Prabha Sipi Bhandari

Title: Senior Vice President, Deputy General Counsel and Corporate Secretary

DATE: June 23, 2023

**Press Release**

www.aig.com

Contacts:

Quentin McMillan (Investors): quentin.mcmillan@aig.comDana Ripley (Media): dana.ripley@aig.com**Sabra Purtill Named Permanent CFO of AIG****Shane Fitzsimons Steps Down Following a Medical Leave of Absence**

NEW YORK – June 21, 2023 – American International Group (NYSE: AIG) today announced that Sabra Purtill, who has served as Interim Chief Financial Officer since January 2023, has been named to the role on a permanent basis, effective immediately. Shane Fitzsimons will step down from his position following a medical leave of absence.

Peter Zaffino, Chairman & Chief Executive Officer of AIG, stated: “Shane played a critical role in the successful execution of major strategic initiatives, including AIG 200, our company-wide transformation program, the operational separation of the Life and Retirement business from AIG, and the Corebridge IPO, to name a few. I am personally very grateful for his partnership and the lasting contributions he made across the organization. On behalf of the AIG Board of Directors and all our colleagues, I wish Shane the very best as he focuses on his health and his family.”

Mr. Zaffino added: “We are fortunate to have Sabra as part of our leadership team. She has held several senior roles at the company since first joining AIG in 2019 and, coupled with her significant industry experience and strong financial background, will provide important continuity in the Chief Financial Officer position. I look forward to continuing to work with Sabra as we execute on AIG’s strategic priorities and position the company for the future.”

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About AIG

American International Group, Inc. (AIG) is a leading global insurance organization. AIG member companies offer insurance solutions that help businesses and individuals in approximately 70 countries and jurisdictions protect their assets and manage risks. AIG common stock is listed on the New York 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 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.
