

SCHEDULE 14A
Consent Solicitation Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Consent Solicitation Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Consent Solicitation Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

American International Group, Inc.
(Name of Registrant as Specified In Its Charter)

CARL C. ICAHN
ICAHN PARTNERS LP
ICAHN PARTNERS MASTER FUND LP
ICAHN ENTERPRISES G.P. INC.
ICAHN ENTERPRISES HOLDINGS L.P.
IPH GP LLC
ICAHN CAPITAL L.P.
ICAHN ONSHORE LP
ICAHN OFFSHORE LP
BECKTON CORP.
HIGH RIVER LIMITED PARTNERSHIP
HOPPER INVESTMENTS LLC
BARBERRY CORP.
SAMUEL MERKSAMER
COURTNEY MATHER

(Name of Person(s) Filing Consent Solicitation Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On November 23, 2015, Carl C. Icahn issued a press release relating to American International Group, Inc., a copy of which is filed herewith as Exhibit 1.

SECURITY HOLDERS ARE ADVISED TO READ THE CONSENT SOLICITATION STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF CONSENTS BY CARL C. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH CONSENT SOLICITATION. WHEN COMPLETED, A DEFINITIVE CONSENT SOLICITATION STATEMENT AND A FORM OF WRITTEN CONSENT WILL BE MAILED TO STOCKHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). WHEN AVAILABLE, COPIES OF THE DEFINITIVE CONSENT SOLICITATION STATEMENT AND FORM OF WRITTEN CONSENT ALSO WILL BE AVAILABLE FROM THE HARKINS GROUP, WWW.HARKINSGROUP.COM, 1 ROCKEFELLER PLAZA, 10TH FLOOR, NEW YORK, NY 10020, TELEPHONE +1 (212) 468-5380 OR +1 (844) 218-8384 (TOLL-FREE), EMAIL AT INFO@HARKINSGROUP.COM, WHICH HAS BEEN RETAINED TO ASSIST ICAHN CAPITAL LP IN CONNECTION WITH THE SOLICITATION OF CONSENTS FROM SHAREHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. INFORMATION RELATING TO THE PARTICIPANTS IN SUCH CONSENT SOLICITATION IS CONTAINED BELOW. EXCEPT AS OTHERWISE DISCLOSED IN THIS SCHEDULE 14A, THE PARTICIPANTS HAVE NO INTEREST IN AMERICAN INTERNATIONAL GROUP, INC. OTHER THAN THROUGH THE BENEFICIAL OWNERSHIP OF SHARES OF COMMON STOCK, \$2.50 PAR VALUE, OF AMERICAN INTERNATIONAL GROUP, INC. AS DISCLOSED BELOW.

PARTICIPANTS

The participants in the solicitation of consents (the "Participants") from stockholders of American International Group, Inc. (the "Corporation") include the following: High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America.

The principal business address of each of (i) High River, Icahn Offshore, Icahn Partners, Icahn Master, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, and (ii) Mr. Icahn, Barberry and Hopper is c/o Icahn Capital LP, 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Icahn Partners, Icahn Master and High River (collectively, the "Icahn Parties") are entities controlled by Carl C. Icahn. Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of Icahn Master. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Icahn Parties. In addition, Mr. Icahn is the indirect holder of approximately 88.8% of the outstanding depository units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

The Icahn Parties are deemed to beneficially own, in the aggregate, 42,244,071 shares of common stock, \$2.50 par value, issued by American International Group, Inc. (the "Shares"), representing approximately 3.42% of the Corporation's outstanding Shares (based upon the 1,237,012,512 Shares stated to be outstanding as of October 29, 2015 by the Corporation in the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, filed with the Securities and Exchange Commission on November 2, 2015).

High River has sole voting power and sole dispositive power with regard to 8,448,813 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 19,876,743 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 13,918,515 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act") the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

In addition, the Participants may also include Samuel Merksamer and Courtney Mather. Messrs. Merksamer and Mather are employees of Icahn Capital. From time to time, Messrs. Merksamer and Mather may serve on the boards of directors of entities in which Mr. Icahn and/or his affiliates have an interest. In such situations where Mr. Icahn does not control, Messrs. Merksamer and Mather may receive customary director compensation from such entities (which may include cash fees, equity awards, reimbursement of travel expenses, indemnification and the like). Neither Mr. Merksamer nor Mr. Mather owns beneficially any Shares and none of them will receive any special compensation in connection

with the solicitation of consents from stockholders of the Corporation. Each of Samuel Merksamer and Courtney Mather is also a party to an employment agreement with Icahn Capital (the "Employment Agreements"), pursuant to which each of them will be entitled, subject to the terms of the Employment Agreements, to a one-time lump sum payment at the end of the term of the Employment Agreements, equal to between 0.625% and 1.0% of the net profit, if any, generated by a designated portfolio of investment positions (which includes the Shares). Each of Samuel Merksamer and Courtney Mather may be deemed to have an interest in the solicitation of consents from stockholders of the Corporation, indirectly, pursuant to the Employment Agreements, through the beneficial ownership of Shares by Icahn Capital.

Contact:

Icahn Capital LP
Susan Gordon
(212) 702-4309

CARL ICAHN RELEASES STATEMENT ON AIG

New York, New York, November 23, 2015 – Today Carl C. Icahn released the following statement regarding American International Group, Inc. (NYSE: AIG):

On October 28, 2015, as one of AIG's largest shareholders (we currently own over 42 million shares), we wrote a public letter to the CEO of AIG suggesting that the company is "Too Big To Succeed" and should accelerate cost cutting and separate into three public companies to shrink below the threshold for systemically important financial institutions. Since we released that letter, many large institutional shareholders and analysts have contacted us and expressed their support for our views. We have also met and had a number of conversations with AIG CEO Peter Hancock, and he has invited us to continue having conversations. However, despite that invitation, in all of our discussions with Mr. Hancock it was abundantly clear to us that he is not willing to take the bold steps that we, and so many other shareholders, believe are long overdue. In addition, in those conversations he failed to lay out any alternative strategic plan with the potential to unlock value for shareholders or to provide compelling reasons as to why these businesses belong together.

We have created hundreds of billions of dollars of shareholder value over the last 30 years by convincing boards and CEOs to take the steps necessary to greatly increase the value of their companies. Several well-known examples include Texaco, RJR Nabisco, Kerr-McGee, Time Warner, Motorola, ImClone, eBay and Forest Labs, as well as many others. Unfortunately, it often took years for management and the boards of those companies to agree that we were correct. However, AIG is too important, and the current situation is too time-sensitive, to wait years. In fact, we believe the current situation is too time-sensitive to even wait until the company's annual meeting next spring, especially when all of the stakeholders who have reached out to us believe management's current plan (or lack thereof) is insufficient.

Therefore, while we plan to accept Mr. Hancock's offer to continue having discussions and meetings with AIG, we do not believe that he will ever sincerely consider what we, and so many others, have proposed. Nor do we believe that the AIG board of directors will respond to the demands of AIG shareholders absent a clear mandate. As a result, we intend to commence shortly a consent solicitation that will enable shareholders to express their views directly to the board, which may include a proposal to add a new director who would agree in advance to succeed Mr. Hancock as CEO if asked by the board to do so.

We thank our fellow shareholders for their continued support and look forward to sharing the details of our consent solicitation over the next few weeks.

For more information on this and other topics, follow Carl Icahn on Twitter at:

@Carl_C_Icahn

https://twitter.com/Carl_C_Icahn

ALL RECIPIENTS ARE ADVISED TO READ
"IMPORTANT DISCLOSURE INFORMATION"
AT THE END OF THIS STATEMENT

SECURITY HOLDERS ARE ADVISED TO READ THE CONSENT SOLICITATION STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF CONSENTS BY CARL C. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH CONSENT SOLICITATION. WHEN COMPLETED, A DEFINITIVE CONSENT SOLICITATION STATEMENT AND A FORM OF WRITTEN CONSENT WILL BE MAILED TO STOCKHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). WHEN AVAILABLE, COPIES OF THE DEFINITIVE CONSENT SOLICITATION STATEMENT AND FORM OF WRITTEN CONSENT ALSO WILL BE AVAILABLE FROM THE HARKINS GROUP, WWW.HARKINSGROUP.COM, 1 ROCKEFELLER PLAZA, 10TH FLOOR, NEW YORK, NY 10020, TELEPHONE +1 (212) 468-5380 OR +1 (844) 218-8384 (TOLL-FREE), EMAIL AT INFO@HARKINSGROUP.COM, WHICH HAS BEEN RETAINED TO ASSIST ICAHN CAPITAL LP IN CONNECTION WITH THE SOLICITATION OF CONSENTS FROM SHAREHOLDERS OF AMERICAN INTERNATIONAL GROUP, INC. INFORMATION RELATING TO THE PARTICIPANTS IN SUCH CONSENT SOLICITATION IS CONTAINED IN THE SCHEDULE 14A FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON THE DATE HEREOF. EXCEPT AS OTHERWISE DISCLOSED IN SUCH SCHEDULE 14A, THE PARTICIPANTS HAVE NO INTEREST IN

AMERICAN INTERNATIONAL GROUP, INC. OTHER THAN THROUGH THE BENEFICIAL OWNERSHIP OF SHARES OF COMMON STOCK, \$2.50 PAR VALUE, OF AMERICAN INTERNATIONAL GROUP, INC. AS DISCLOSED IN THE SCHEDULE 14A.

Important Disclosure Information

SPECIAL NOTE REGARDING THIS STATEMENT

THIS STATEMENT CONTAINS OUR CURRENT VIEWS ON THE VALUE OF SECURITIES OF AMERICAN INTERNATIONAL GROUP, INC. ("AIG") AND ACTION THAT AIG'S BOARD MAY TAKE TO ENHANCE THE VALUE OF ITS SECURITIES. OUR VIEWS ARE BASED ON OUR ANALYSIS OF PUBLICLY AVAILABLE INFORMATION AND ASSUMPTIONS WE BELIEVE TO BE REASONABLE. THERE CAN BE NO ASSURANCE THAT THE INFORMATION WE CONSIDERED IS ACCURATE OR COMPLETE, NOR CAN THERE BE ANY ASSURANCE THAT OUR ASSUMPTIONS ARE CORRECT. AIG'S ACTUAL PERFORMANCE AND RESULTS MAY DIFFER MATERIALLY FROM OUR ASSUMPTIONS AND ANALYSIS. WE HAVE NOT SOUGHT, NOR HAVE WE RECEIVED, PERMISSION FROM ANY THIRD-PARTY TO INCLUDE THEIR INFORMATION IN THIS STATEMENT. ANY SUCH INFORMATION SHOULD NOT BE VIEWED AS INDICATING THE SUPPORT OF SUCH THIRD PARTY FOR THE VIEWS EXPRESSED HEREIN. WE DO NOT RECOMMEND OR ADVISE, NOR DO WE INTEND TO RECOMMEND OR ADVISE, ANY PERSON TO PURCHASE OR SELL SECURITIES AND NO ONE SHOULD RELY ON THIS STATEMENT OR ANY ASPECT OF THIS STATEMENT TO PURCHASE OR SELL SECURITIES OR CONSIDER PURCHASING OR SELLING SECURITIES. ALTHOUGH WE STATE IN THIS STATEMENT WHAT WE BELIEVE SHOULD BE THE VALUE OF AIG'S SECURITIES, THIS STATEMENT DOES NOT PURPORT TO BE, NOR SHOULD IT BE READ, AS AN EXPRESSION OF ANY OPINION OR PREDICTION AS TO THE PRICE AT WHICH AIG'S SECURITIES MAY TRADE AT ANY TIME. AS NOTED, THIS STATEMENT EXPRESSES OUR CURRENT VIEWS ON AIG. IT ALSO DISCLOSES OUR CURRENT HOLDINGS OF AIG SECURITIES. OUR VIEWS AND OUR HOLDINGS COULD CHANGE AT ANY TIME. WE MAY SELL ANY OR ALL OF OUR HOLDINGS OR INCREASE OUR HOLDINGS BY PURCHASING ADDITIONAL SECURITIES. WE MAY TAKE ANY OF THESE OR OTHER ACTIONS REGARDING AIG WITHOUT UPDATING THIS STATEMENT OR PROVIDING ANY NOTICE WHATSOEVER OF ANY SUCH CHANGES. INVESTORS SHOULD MAKE THEIR OWN DECISIONS REGARDING AIG AND ITS PROSPECTS WITHOUT RELYING ON, OR EVEN CONSIDERING, ANY OF THE INFORMATION CONTAINED IN THIS STATEMENT.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein are forward-looking statements including, but not limited to, statements that are predicated on or indicate future events, trends, plans or objectives. Undue reliance should not be placed on such statements because, by their nature, they are subject to known and unknown risks and uncertainties. Forward-looking statements are not guarantees of future performance or activities and are subject to many risks and uncertainties. Due to such risks and uncertainties, actual events or results or actual performance may differ materially from those reflected or contemplated in such forward-looking statements. Forward-looking statements can be identified by the use of the future tense or other forward-looking words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "should," "may," "will," "objective," "projection," "forecast," "management believes," "continue," "strategy," "position" or the negative of those terms or other variations of them or by comparable terminology.

Important factors that could cause actual results to differ materially from the expectations set forth in this statement include, among other things, the factors identified under the section entitled "Risk Factors" in AIG's Annual Report on Form 10-K for the year ended December 31, 2014. Such forward-looking statements should therefore be construed in light of such factors, and Icahn is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.