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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 13, 2014**

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**AMERICAN INTERNATIONAL GROUP, INC.**  
(Exact name of registrant as specified in its charter)

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**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**

(Former name or former address, if changed since last report.)

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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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 — Other Events****Item 8.01. Other Events.**

On February 13, 2014, American International Group, Inc. issued a press release announcing that its Board of Directors has declared a cash dividend on its common stock, par value \$2.50 per share (“AIG Common Stock”), of \$0.125 per share and authorized the repurchase of additional shares of AIG Common Stock. 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 February 13, 2014.

**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: February 13, 2014

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release of American International Group, Inc. dated February 13, 2014. |



Press Release  
AIG  
175 Water Street  
New York, NY 10038  
www.aig.com

Contacts:  
Liz Werner (Investors): 212-770-7074; elizabeth.werner@aig.com  
Jon Diat (Media): 212-770-3505; jon.diat@aig.com

**AIG INCREASES QUARTERLY COMMON STOCK DIVIDEND  
BY 25%**

**BOARD OF DIRECTORS AUTHORIZES REPURCHASE  
OF ADDITIONAL SHARES OF AIG COMMON STOCK**

NEW YORK, February 13, 2014 – American International Group, Inc. (NYSE: AIG) today announced the following actions taken by its Board of Directors:

- Declared a dividend of \$0.125 per share on AIG common stock, par value \$2.50 per share (AIG Common Stock), an increase of \$0.025. The dividend is payable on Tuesday, March 25, 2014, to stockholders of record at the close of business on Tuesday, March 11, 2014.
- Authorized the repurchase of additional shares of AIG Common Stock with an aggregate purchase price of up to \$1.0 billion. As of February 13, 2014, AIG has repurchased approximately \$600 million of shares of AIG Common Stock pursuant to a prior authorization from the Board of Directors to repurchase shares of AIG Common Stock with an aggregate purchase price of up to \$1.0 billion, resulting in an aggregate remaining authorization of approximately \$1.4 billion. Repurchases may be made from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions, or otherwise.

“We are very pleased that these actions enable us to return a portion of our success directly to our shareholders,” said Robert S. Miller, Chairman of the Board of AIG. “AIG’s solid performance this year underscores the strong fundamentals of our businesses, and builds upon the momentum that we generated.”

Remarking on the dividend action and repurchase authorization, Robert H. Benmosche, President and Chief Executive Officer of AIG, said: “These actions reaffirm the Board’s confidence in our strategy, and build upon the momentum generated by AIG’s strong fourth quarter and year-end operating results. We are committed to success in every corner of our business, and demonstrating what AIG can do.”

Certain statements in this press release 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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American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries. AIG companies serve commercial, institutional, and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. 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](http://www.aig.com) | YouTube: [www.youtube.com/aig](http://www.youtube.com/aig) | Twitter: [@AIGInsurance](https://twitter.com/AIGInsurance) | LinkedIn: <http://www.linkedin.com/company/aig>

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](http://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.