
**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): March 25, 2015

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

(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 (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))
-
-

Item 8.01. Other Events.

On March 25, 2015, American International Group, Inc. issued a press release announcing the reference yields for its 5.450% Medium-Term Notes, Series MP, Matched Investment Program, due May 18, 2017, and its 5.000 per cent. Notes due 2017 that are subject to its previously announced cash tender offers.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release dated March 25, 2015

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: March 25, 2015

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

-3-

EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
Exhibit 99.1	Press release dated March 25, 2015



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

Contact:
Liz Werner (Investors): 212-770-7074; elizabeth.werner@aig.com
Jennifer Hendricks Sullivan (Media): 212-770-3141; jennifer.sullivan@aig.com

AIG ANNOUNCES REFERENCE YIELDS FOR CERTAIN DEBT SECURITIES SUBJECT TO PREVIOUSLY ANNOUNCED TENDER OFFERS

NEW YORK, March 25, 2015 – American International Group, Inc. (NYSE: AIG) today announced the pricing of certain debt securities issued by AIG subject to its previously announced cash tender offers, pursuant to its offer to purchase dated March 17, 2015. The debt securities for which pricing information was provided are AIG's 5.450% Medium-Term Notes, Series MP, Matched Investment Program, Due May 18, 2017, and its 5.000 per cent. Notes due 2017.

The reference yield for the 5.450% Medium-Term Notes corresponds to the bid-side price of the 0.50% U.S. Treasury due February 28, 2017, as of 10:00 a.m., New York City time, today. The reference yield for the 5% Notes corresponds to the June 2017 Interpolated Swap Rate, as described in further detail in the offer to purchase, as of 2:00 p.m., London time, today. The reference yields will be used to determine the consideration paid for the 5.450% Medium-Term Notes and the 5% Notes that are accepted for purchase after expiration of the tender offers.

The expiration date of the tender offers is 5:00 p.m., New York City time, today, unless extended. Holders who have not already tendered their securities may continue to do so at any time prior to 5:00 p.m., New York City time, today, in accordance with the procedures described in the offer to purchase and the related letter of transmittal. Holders who validly tender and do not withdraw their 5.450% Medium-Term Notes or 5% Notes prior to 5:00 p.m., New York City time, today, unless extended, and whose 5.450% Medium-Term Notes or 5% Notes are accepted for purchase pursuant to the tender offers, will receive the total consideration set forth below. Tenders of securities may be validly withdrawn at any time at or prior to 5:00 p.m., New York City time, today, but not thereafter.

The complete terms of the tender offers, including certain capitalized terms used but not defined herein, are set forth in the offer to purchase and the related letter of transmittal.

AIG has retained Barclays Bank PLC, Barclays Capital Inc., BofA Merrill Lynch, Goldman, Sachs & Co. and Goldman Sachs International as the Joint Lead Dealer Managers. Global Bondholder Services Corporation is the Information Agent and Depository. For additional information regarding the terms of the tender offers, please contact: Barclays Bank PLC at +44 (0) 207 773 8990 (international); Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect); BofA Merrill Lynch at +44 (0) 20 7995 2929 (international), (888) 292-0070 (toll-free) or (980) 387-3907



(collect); Goldman, Sachs & Co. at (800) 828-3182 (toll-free) or (212) 902-5183 (collect); or Goldman Sachs International at +44 (0) 207 774 9862 (international). Requests for documents and questions regarding the tendering of Securities may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only), (866) 924-2200 (for all others toll-free) or +001-212-430-3774 (international), by email at aig@gbsc-usa.com or to the Joint Lead Dealer Managers at their respective telephone numbers.

This news release does not constitute an offer or an invitation by AIG to participate in the tender offers in any jurisdiction in which it is unlawful to make such an offer or solicitation in such jurisdiction.

Certain statements in this press release, including those describing the completion of the tender offers, 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.

###

American International Group, Inc. (AIG) is a leading global insurance organization serving customers in more than 100 countries and jurisdictions. 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 | YouTube: www.youtube.com/aig | Twitter: [@AIG_LatestNews](https://twitter.com/AIG_LatestNews) | 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. 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.

Any and All Tender Offers—Fixed Spread Securities

<u>Title of Security and Security Identifier</u>	<u>Issuer</u>	<u>Reference Yield</u>	<u>Reference Security / Interpolated Rate</u>	<u>Fixed Spread</u>	<u>Total Consideration(1)</u>
5.450% Medium-Term Notes, Series MP, Matched Investment Program, Due May 18, 2017 CUSIP: 02687QBW7 ISIN: US02687QBW78	AIG	0.563%	0.50% U.S. Treasury due February 28, 2017	47	USD 1,092.95
5.000 per cent. notes due 2017 ISIN: XS0307512722	AIG	0.101%	June 2017 Interpolated Swap Rate	10	EUR 1,107.19

(1) Assuming payment is made on March 30, 2015. Per USD 1,000 or EUR 1,000, as applicable.