

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): November 2, 2022

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.)

1271 Avenue of the Americas  
New York, New York 10020  
(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:

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
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.

#### *Appointment of Paola Bergamaschi to the Board of Directors*

On November 2, 2022, Paola Bergamaschi was appointed to the Board of Directors (the “Board”) of American International Group, Inc. (the “Company” or “AIG”), effective December 1, 2022. Committee appointments for Ms. Bergamaschi will be made at a later date.

Ms. Bergamaschi has been determined to be an independent director in accordance with the New York Stock Exchange listing standards and the Company’s independence guidelines, as set forth in its Corporate Governance Guidelines.

Ms. Bergamaschi will participate in the compensation program for independent directors as described under “Corporate Governance – Compensation of Directors” in AIG’s 2022 Notice of Annual Meeting and Proxy Statement, which was filed with the Securities and Exchange Commission on March 29, 2022.

There are no arrangements or understandings between Ms. Bergamaschi and any other person pursuant to which Ms. Bergamaschi was appointed to serve as a director. Ms. Bergamaschi has no family relationship with any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

#### *Appointment of John G. Rice as Lead Independent Director effective January 1, 2023; Douglas M. Steenland has decided not to stand for reelection in 2023*

On November 2, 2022, the Board appointed John G. Rice as the Board’s lead independent director, effective January 1, 2023, and Douglas M. Steenland has decided that he will not stand for reelection to the Board at the Company’s 2023 annual meeting of shareholders.

AIG’s press release announcing Ms. Bergamaschi’s appointment, Mr. Rice’s appointment to the role of lead independent director, and Mr. Steenland’s decision not to stand for reelection to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. References to Internet websites and social media sites in the press release are provided for convenience only. Information available through those websites and social media sites is not incorporated by reference into this Form 8-K.

## Section 9 - Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

(d)	<b>Exhibits.</b>
<a href="#">99.1</a>	<a href="#">Press release of American International Group, Inc., dated November 3, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## EXHIBIT INDEX

Exhibit No.	Description
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<a href="#">99.1</a>	<a href="#">Press release of American International Group, Inc., dated November 3, 2022.</a>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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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: November 4, 2022

By: /s/ Prabha Sipi Bhandari

Name: Prabha Sipi Bhandari

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

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FOR IMMEDIATE RELEASE

**Press Release**

www.aig.com

**AIG Contacts:**Quentin McMillan (Investors): [Quentin.Mcmillan@aig.com](mailto:Quentin.Mcmillan@aig.com)Dana Ripley (Media): [Dana.Ripley@aig.com](mailto:Dana.Ripley@aig.com)**AIG Announces Independent Director Paola Bergamaschi Elected  
to Join Board Effective December 1, 2022****John G. Rice to Become Lead Independent Director Effective January 1, 2023**

**NEW YORK CITY – November 3, 2022** – American International Group, Inc. (NYSE: AIG) today announced that the Board of Directors has elected Paola Bergamaschi as a director of the company, effective December 1, 2022. In addition, John G. Rice, who joined the Board in March 2022, will take on the role of Lead Independent Director, effective January 1, 2023. Douglas M. Steenland, who served as Non-Executive Chairman from 2015 until March 1, 2021 when he became Lead Independent Director of the Board, has decided not to stand for re-election at the Annual Meeting of Shareholders in 2023.

Peter Zaffino, Chairman & CEO, AIG, stated, “We are very pleased that Paola is joining the AIG Board of Directors. Paola is an experienced financial services executive and independent director who brings deep international expertise in capital markets, global banking, and risk and international regulatory oversight. As we continue to position AIG as a global leader, we are fortunate to add someone with Paola’s excellent reputation and fresh perspective to the AIG Board.”

Mr. Zaffino continued, “On behalf of the entire Board, I want to thank Doug for his contributions as Lead Independent Director and for his many years of service to AIG which included his prior roles as Chairman of the Board, Chairman of the Regulatory, Compliance and Public Policy Committee, and member of the Risk and Capital Committee. I look forward to continuing to collaborate with him as a director until next year’s annual meeting.”

“John’s contributions to the AIG Board since he joined last March, including serving as Chair of AIG’s Nominating and Corporate Governance Committee, are grounded in broad, deep, and diverse experiences. His leadership will be invaluable as we continue to execute on our strategy to deliver long-term profitable growth by remaining intently focused on underwriting excellence, deploying capital responsibly, and delivering quality in everything we do as we strive to become a top performing company.”

Ms. Bergamaschi has served as an independent director for several companies, including BNY Mellon International, Wells Fargo Securities International, and asset manager ARCA Fondi SGR. Prior to her board service, Ms. Bergamaschi had a successful career in financial services, including senior executive roles with Goldman Sachs, Credit Suisse First Boston, and State Street Corporation both in the U.S. and U.K.

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**FOR IMMEDIATE RELEASE**

Mr. Rice has served on the Baker Hughes Board of Directors since 2017. He previously served as Non-Executive Chairman of GE Gas Power from 2018 to 2020. Prior to this role, Mr. Rice was President and Chief Executive Officer of the GE Global Growth Organization for seven years. Mr. Rice held other senior leadership positions with General Electric in its global markets, including Hong Kong, Singapore, and Canada, before retiring from GE as Vice Chairman in 2018. Mr. Rice is a trustee of Emory University and Hamilton College.

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#### **About AIG**

American International Group, Inc. (AIG) is a leading global insurance organization. AIG member companies provide a wide range of property casualty insurance, life insurance, retirement solutions, and other financial services to customers in approximately 70 countries and jurisdictions. These diverse offerings include products and services that help businesses and individuals protect their assets, manage risks and provide for retirement security. AIG common stock is listed on the New York 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 [www.twitter.com/AIGinsurance](https://www.twitter.com/AIGinsurance) | LinkedIn: [www.linkedin.com/company/aig](http://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](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 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.

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