

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 16, 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
5.75% Series A-2 Junior Subordinated Debentures	AIG 67BP	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 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 (§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 John G. Rice to the Board of Directors

On March 16, 2022, the Board of Directors (the “Board”) of American International Group, Inc. (the “Company” or “AIG”) appointed John G. Rice as a director of AIG, effective March 17, 2022. In connection with Mr. Rice’s election, the Board increased its size from 12 to 13 directors, and he will join the Board to fill the resulting vacancy. No determinations as to Mr. Rice’s committee appointments have been made at this time.

The Board has determined that Mr. Rice is an independent director under the New York Stock Exchange listing standards and the Company’s independence guidelines, as set forth in its Corporate Governance Guidelines.

Mr. Rice will participate in the compensation program for independent directors as described under “Corporate Governance – Compensation of Directors” in AIG’s 2021 Notice of Annual Meeting and Proxy Statement filed with the Securities and Exchange Commission on March 30, 2021.

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

AIG’s press release announcing Mr. Rice’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Director Retirements

John H. Fitzpatrick, Christopher S. Lynch and Amy L. Schioldager, who currently sit on the Company’s Board, are not standing for reelection and will retire from the Board at the Annual Meeting on May 11, 2022. Mr. Lynch and Ms. Schioldager are not standing for reelection because they have joined the board of directors of SAFG Retirement Services, Inc., the holding company for the Company’s Life and Retirement business, which is working towards an initial public offering.

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 March 16, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of American International Group, Inc., dated March 16, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 16, 2022

By: /s/ Ariel R. David

Name: Ariel R. David

Title: Vice President and Deputy Corporate Secretary

**Press Release**www.aig.com**AIG Contacts:**Quentin McMillan (Investors): Quentin.Mcmillan@aig.comDana Ripley (Media): Dana.Ripley@aig.com

John Rice, Retired Vice Chairman of GE and former President and Chief Executive Officer of the GE Global Growth Organization, Joins AIG's Board of Directors

NEW YORK CITY – March 16, 2022 – American International Group, Inc. (NYSE: AIG) today announced that its Board of Directors has elected John Rice as a Director of the company, effective March 17, 2022. Mr. Rice, 65, is the retired Chairman of GE Gas Power and former President and Chief Executive Officer of the GE Global Growth Organization.

"John has significant experience and expertise leading complex, global organizations, particularly in jurisdictions outside the United States, and will add unique and diverse insights to our Board," said Peter Zaffino, Chairman & Chief Executive Officer, AIG. "As we strive to be a top performing company, I am very confident John will be a tremendous asset to AIG and a strong thought leader for the AIG Board."

Mr. Rice brings extensive global business experience, having worked and lived abroad while in various leadership positions with General Electric in its global markets, including Hong Kong, Singapore and Canada, before retiring from GE as Vice Chairman in 2018. He also served as Non-Executive Chairman of GE Gas Power from 2018-2020. Prior to these roles, Mr. Rice was President and Chief Executive Officer of the GE Global Growth Organization for seven years. He is currently a director for Houston-based Baker Hughes.

"I am delighted to join the AIG Board and look forward to working with the other Directors in supporting Peter Zaffino as we pursue the company's long-term strategy," said Mr. Rice.

Mr. Rice is a graduate and Trustee of Hamilton College in Clinton, New York. He is also a Trustee of Emory University in Atlanta, Ga.

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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 | 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.
