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**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 13, 2018**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

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**1-8787**

(Commission File Number)

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**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**

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))

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.

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## Section 8 — Other Events

### Item 8.01. Other Events.

On November 13, 2018, American International Group, Inc. (“AIG”) announced that Validus Holdings, Ltd. (“Validus Holdings”), an AIG company, will redeem all of Validus Holdings’ outstanding (i) Junior Subordinated Deferrable Interest Debentures due June 15, 2036 (the “Holdings 2036 Junior Notes”) and (ii) Junior Subordinated Deferrable Interest Debentures due June 15, 2037 (CUSIP No. 91915WAA0) (the “Holdings 2037 Junior Notes” and, together with the Holdings 2036 Junior Notes, the “Holdings Junior Notes”) on December 17, 2018 (the “Redemption Date”). On the Redemption Date, Validus Holdings will pay to the registered holders of the Holdings Junior Notes a redemption price equal to 100% of the principal amount of each Holdings Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date.

In addition, on November 13, 2018, AIG announced that Validus Reinsurance, Ltd. (“Validus Reinsurance”), an AIG company, will redeem all of Validus Reinsurance’s outstanding (i) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP No. 33848GAA9) (the “Reinsurance 2036 Dollar Junior Notes”), (ii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP No. 33848GAB7) (the “Reinsurance 2036 Euro Junior Notes”) and (iii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2037 (CUSIP No. 33848GAC5) (the “Reinsurance 2037 Junior Notes” and, together with the Reinsurance 2036 Dollar Junior Notes and the Reinsurance 2036 Euro Junior Notes, the “Reinsurance Junior Notes” and, together with the Holdings Junior Notes, the “Junior Notes”) on the Redemption Date. On the Redemption Date, Validus Reinsurance will pay to the registered holders of the Reinsurance Junior Notes a redemption price equal to 100% of the principal amount of each Reinsurance Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date.

The information contained in this Current Report on Form 8-K does not constitute a notice of redemption of the Junior Notes. Holders of the Junior Notes should refer to the applicable notice of redemption delivered to the registered holders of such Junior Notes.

Copies of the press releases regarding the redemption of the Holdings Junior Notes and the Reinsurance Junior Notes are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are 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 November 13, 2018.](#)

[99.2 Press release of American International Group, Inc. dated November 13, 2018.](#)

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## EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release of American International Group, Inc. dated November 13, 2018.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Press release of American International Group, Inc. dated November 13, 2018.</u></a>

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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 13, 2018

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

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FOR IMMEDIATE RELEASE



## Press Release

AIG  
175 Water Street  
New York, NY 10038  
[www.aig.com](http://www.aig.com)

## Contacts:

Liz Werner (Investors): 212-770-7074; [elizabeth.werner@aig.com](mailto:elizabeth.werner@aig.com)  
Fernando Melon (Investors): 212-770-4630; [fernando.melon@aig.com](mailto:fernando.melon@aig.com)  
Claire Talcott (Media): 212-458-6343; [claire.talcott@aig.com](mailto:claire.talcott@aig.com)

**VALIDUS HOLDINGS, LTD. ISSUES NOTICES OF REDEMPTION OF JUNIOR SUBORDINATED NOTES**

NEW YORK – November 13, 2018 – American International Group, Inc. (NYSE: AIG) today announced that Validus Holdings, Ltd. (“Validus”), an AIG company, will redeem all of Validus’ outstanding (i) Junior Subordinated Deferrable Interest Debentures due June 15, 2036 (the “2036 Junior Notes”) issued pursuant to the Junior Subordinated Indenture dated as of June 15, 2006, as supplemented, between Validus, as issuer, and The Bank of New York Mellon, as trustee (the “2036 Indenture”); and (ii) Junior Subordinated Deferrable Interest Debentures due June 15, 2037 (CUSIP Number 91915WAA0) (the “2037 Junior Notes” and, together with the 2036 Junior Notes, the “Junior Notes”) issued pursuant to the Junior Subordinated Indenture dated as of June 21, 2007, between Validus, as issuer, and Wilmington Trust Company, as trustee (the “2037 Indenture” and, together with the 2036 Indenture, the “Indentures”).

The Junior Notes will be redeemed on December 17, 2018 (the “Redemption Date”) at a redemption price of 100% of the principal amount of each Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date (the “Redemption Price”). From and after the Redemption Date, all interest on the Junior Notes will cease to accumulate, such Junior Notes shall no longer be deemed outstanding, and all rights of the holders of such Junior Notes will terminate.

The notices of redemption specifying the terms, conditions and procedures for the redemption of the 2036 Junior Notes and 2037 Junior Notes (the “Redemption Notices”) will be mailed to holders of record of the 2036 Junior Notes and 2037 Junior Notes, respectively.

This press release does not constitute a notice of redemption under either of the Indentures and is qualified in its entirety by reference to the Redemption Notices issued by Validus.

Certain statements in this press release, including those describing the redemption, 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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Validus Holdings, Ltd. is an American International Group, Inc. (AIG) company. AIG is a leading global insurance organization. Founded in 1919, today AIG member companies provide a wide range of property casualty insurance, life insurance, retirement products, and other financial services to customers in more than 80 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 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) | [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 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.

FOR IMMEDIATE RELEASE



Press Release  
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175 Water Street  
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## Contacts:

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Claire Talcott (Media): 212-458-6343; [claire.talcott@aig.com](mailto:claire.talcott@aig.com)

**VALIDUS REINSURANCE, LTD. ISSUES NOTICES OF REDEMPTION OF JUNIOR SUBORDINATED NOTES**

NEW YORK – November 13, 2018 – American International Group, Inc. (NYSE: AIG) today announced that Validus Reinsurance, Ltd. (“Validus Reinsurance”), an AIG company, will redeem all of Validus Reinsurance’s outstanding (i) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP Number 33848GAA9) (the “2036 Dollar Junior Notes”) issued pursuant to the Junior Subordinated Indenture dated as of August 23, 2006, as supplemented from time to time, between Validus Reinsurance, as issuer, and The Bank of New York Mellon Trust Company, National Association, as trustee (the “2036 Indenture”); (ii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP Number 33848GAB7) (the “2036 Euro Junior Notes”) issued pursuant to the Note Purchase Agreement dated as of August 23, 2006, as amended from time to time, between Validus Reinsurance, as issuer, and Merrill Lynch International, as purchaser (the “Note Purchase Agreement”); and (iii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2037 (CUSIP Number 33848GAC5) (the “2037 Junior Notes” and, together with the 2036 Dollar Junior Notes and 2036 Euro Junior Notes, the “Junior Notes”) issued pursuant to the Junior Subordinated Indenture dated as of September 20, 2007, as supplemented from time to time, between Validus Reinsurance, as issuer, and The Bank of New York Mellon Trust Company, National Association, as trustee (the “2037 Indenture” and, together with the 2036 Indenture, the “Indentures”).

The Junior Notes will be redeemed on December 17, 2018 (the “Redemption Date”) at a redemption price of 100% of the principal amount of each Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date (the “Redemption Price”). From and after the Redemption Date, all interest on the Junior Notes will cease to accumulate, such Junior Notes shall no longer be deemed outstanding, and all rights of the holders of such Junior Notes will terminate.

The notices of redemption specifying the terms, conditions and procedures for the redemption of the 2036 Dollar Junior Notes, 2036 Euro Junior Notes and 2037 Junior Notes (the “Redemption Notices”) will be mailed to holders of record of the 2036 Dollar Junior Notes, 2036 Euro Junior Notes and 2037 Junior Notes, respectively.

This press release does not constitute a notice of redemption under either of the Indentures or the Note Purchase Agreement and is qualified in its entirety by reference to the Redemption Notices issued by Validus Reinsurance.

Certain statements in this press release, including those describing the redemption, 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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Validus Reinsurance, Ltd. is an American International Group, Inc. (AIG) company. AIG is a leading global insurance organization. Founded in 1919, today AIG member companies provide a wide range of property casualty insurance, life insurance, retirement products, and other financial services to customers in more than 80 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 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) | [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.

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