
**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 19, 2013

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.)

180 Maiden Lane
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))
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Item 8.01. Other Events.

On March 19, 2013, American International Group, Inc. (the “**Company**”) issued a press release announcing the final results as of the expiration date of its previously announced tender offers for certain debt securities. The Company will accept for purchase certain securities validly tendered (the “**Accepted Securities**”) for an aggregate purchase price of approximately \$1.316 billion, including accrued interest and accrued distributions in respect of the Accepted Securities, as set forth in the press release.

Payment for Accepted Securities denominated in U.S. dollars, and cleared through The Depository Trust Company, will be made on March 19, 2013, and payment for Accepted Securities denominated in sterling or euro, and cleared through Clearstream Banking, société anonyme or Euroclear Bank S.A./N.V., will be made on March 20, 2013.

A copy of this 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 19, 2013

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 19, 2013

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
Exhibit 99.1	Press release dated March 19, 2013



Press Release
 AIG
 180 Maiden Lane
 New York, NY 10038
 www.aig.com

Contacts:

Jon Diat (Media): 212-770-3505; jon.diat@aig.com
 Jim Ankner (Media): 917-882-7677; james.ankner@aig.com
 Liz Werner (Investors): 212-770-7074; elizabeth.werner@aig.com

AIG ANNOUNCES FINAL RESULTS OF ITS TENDER OFFERS

NEW YORK, March 19, 2013 – American International Group, Inc. (NYSE: AIG) today announced the final results as of 11:59 p.m., New York City time, on March 18, 2013 (the “Expiration Date”) of its previously announced tender offers for (i) certain of AIG’s junior subordinated debentures denominated in sterling and euros (the “Sterling and Euro Debentures”), (ii) certain of AIG’s junior subordinated debentures denominated in U.S. dollars (the “Dollar Debentures”) and (iii) the capital securities issued by three statutory trusts controlled by SunAmerica Financial Group Inc., a wholly-owned subsidiary of AIG (“SAFG”), that hold junior subordinated debentures issued by SAFG and guaranteed by AIG and senior debentures originally issued by SunAmerica Inc. and assumed by AIG (collectively, the “SAFG Securities” and, together with the Sterling and Euro Debentures and the Dollar Debentures, the “Securities”), pursuant to its offer to purchase dated February 19, 2013 (the “Offer to Purchase”). 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, as applicable, the related letter of transmittal.

“The completion of the tender offers shows that AIG continues to deliver on its capital management goals while illustrating its financial flexibility,” said Robert H. Benmosche, President and Chief Executive Officer of AIG.

AIG also announced that it will purchase the maximum principal amount of Sterling and Euro Debentures that it can purchase at the prices set forth below for an aggregate purchase price (excluding accrued interest) of \$429,821,726.71. The tender offer caps for the Dollar Debentures and the SAFG Securities remain unchanged. AIG will accept for purchase all Securities validly tendered at a bid spread equal to or greater than the applicable Clearing Spread set forth below, which results in an aggregate purchase price of approximately \$1.316 billion (including an aggregate of approximately \$32.8 million in respect of accrued interest and distributions on accepted Securities).

As of the Expiration Date, the principal or liquidation amount of Securities of each series outstanding and validly tendered and accepted by AIG, the final Clearing Spread and the Total Consideration per £1,000, €1,000 or \$1,000 principal or liquidation amount were as follows:

<u>Title of Security and Security Identifier</u>	<u>Issuer</u>	<u>Principal or Liquidation Amount Outstanding</u> <i>(in millions, rounded)</i>	<u>Principal or Liquidation Amount Tendered</u> <i>(in millions, rounded)</i>	<u>Principal or Liquidation Amount Accepted</u> <i>(in millions, rounded)</i>	<u>Clearing Spread</u> <i>(basis points)</i>	<u>Total Consideration</u>
Sterling and Euro Debentures						
8.625% Series A-8 Junior Subordinated Debentures ISIN: XS0365317113 (144A) / XS0365314284 (Reg S)	AIG	£ 523.3	£ 444.2	£ 76.7	238	£ 1,256.13

<u>Title of Security and Security Identifier</u>	<u>Issuer</u>	<u>Principal or Liquidation Amount Outstanding</u> <i>(in millions, rounded)</i>	<u>Principal or Liquidation Amount Tendered</u> <i>(in millions, rounded)</i>	<u>Principal or Liquidation Amount Accepted</u> <i>(in millions, rounded)</i>	<u>Clearing Spread</u> <i>(basis points)</i>	<u>Total Consideration</u>
8.000% Series A-7 Junior Subordinated Debentures <u>ISIN</u> : XS0365324838 (144A) / XS0365323608 (Reg S)	AIG	€ 750.0	€ 576.2	€ 182.4	328	€ 1,201.15
Dollar Debentures						
6.25% Series A-1 Junior Subordinated Debentures <u>CUSIP</u> : 026874BE6 <u>ISIN</u> : US026874BE68	AIG	\$ 687.6	\$ 78.9	\$ 78.9	230	\$ 1,114.13
8.175% Series A-6 Junior Subordinated Debentures <u>CUSIP</u> : 026874BS5 (Unrestricted) / U02687BW7 (Reg S) / 026874BR7 (144A) <u>ISIN</u> : USU02687BW75 (Reg S) / US026874BR71 (144A)	AIG	\$ 4,000.0	\$ 366.4	\$ 366.4	250	\$ 1,345.77
SAFG Securities						
8 1/2% Capital Trust Pass-Through Securities <u>CUSIP</u> : 026351BB1 <u>ISIN</u> : US026351BB14	AG Capital II	\$ 300.0	\$ 19.3	\$ 19.3	230	\$ 1,345.91
7.57% Capital Securities, Series A <u>CUSIP</u> : 02637VAA6 <u>ISIN</u> : US02637VAA61	AG Institutional Capital A	\$ 500.0	\$ 114.2	\$ 114.2	260	\$ 1,276.44
8 1/8 % Capital Securities, Series B <u>CUSIP</u> : 02637XAA2 <u>ISIN</u> : US02637XAA28	AG Institutional Capital B	\$ 500.0	\$ 29.0	\$ 29.0	265	\$ 1,350.13
5.60% Senior Debentures due July 2097 <u>CUSIP</u> : 866930AG5 <u>ISIN</u> : US866930AG50	SunAmerica	\$ 175.0	\$ 61.8	\$ 61.8	255	\$ 991.85

The Total Consideration includes an early participation amount of £50, €50 or \$50 per £1,000, €1,000 or \$1,000 principal or liquidation amount, as applicable, of Securities validly tendered prior to the Early Participation Date and accepted for purchase (the "Early Participation Amount").

AIG previously announced the results of the tender offers as of the Early Participation Date, which was 5:00 p.m., New York City time, on March 4, 2013. Holders who validly tendered and did not withdraw their Securities prior to the Early Participation Date at a bid spread equal to or greater than the applicable Clearing Spread set forth in the table above will receive the Total Consideration, plus accrued interest or distributions, as the case may be, through March 20, 2013, in the case of the Sterling and Euro Debentures, and through March 19, 2013, in the case of the Dollar Debentures and SAFG Securities, in respect of such Securities. Holders who validly tendered their Securities after the Early Participation Date and on or prior to the Expiration Date at a bid spread equal to or greater than the applicable Clearing Spread set forth in the table above, will receive the Tender Offer Consideration, which is the Total Consideration less the Early Participation Amount, plus accrued interest or distributions, as the case may be, through March 20, 2013, in the case of the Sterling and Euro Debentures, and through March 19, 2013, in the case of the Dollar Debentures and SAFG Securities, in respect of such Securities.

AIG retained Credit Suisse Securities (USA) LLC, J.P. Morgan and Morgan Stanley as the Joint

Lead Dealer Managers, BNP PARIBAS, HSBC, RBC Capital Markets and Standard Chartered Bank as Co-Dealer Managers and ANZ Securities, Lloyds Securities, nabSecurities, LLC, Santander, SOCIETE GENERALE and UniCredit Capital Markets as Junior Co-Dealer Managers, for the tender offers. Global Bondholder Services Corporation was the Information Agent and Depository for the tender offers. For additional information regarding the expiration of the tender offers or expected Payment Date, please contact: Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll-free) or (212) 538-2147 (collect), J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (212) 834-2494 (collect) or Morgan Stanley & Co. Incorporated at (800) 624-1808 (toll-free) or (212) 761-1057 (collect), or Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only), (866) 470-4100 (for all others toll-free) or +001-212-430-3774 (international), by email at aig@gbsc-usa.com and online at www.gbsc-usa.com/aig.

Certain statements in this press release, including those describing the payment for tendered securities in the tender offer, 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 | 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 jurisdictions, 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.