



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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): October 29, 2010

Commission file number 1-8787

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**American International Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**13-2592361**

(I.R.S. Employer Identification No.)

**70 Pine Street, New York, New York**

(Address of principal executive offices)

**10270**

(Zip Code)

**Registrant's telephone number, including area code: (212) 770-7000**

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Former name, former address and former fiscal year, if changed since last report: Not applicable

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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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Section 8 — Other Events**

#### **Item 8.01 Other Events.**

On October 29, 2010, AIA Group Limited (AIA) announced that the over-allotment option has been fully exercised by the joint global coordinators on behalf of the international underwriters in respect of approximately 1.05 billion shares, increasing the total number of shares offered and sold in its public offering from approximately 7.03 billion to approximately 8.08 billion. Gross proceeds to AIA Aurora LLC were approximately \$20.51 billion (approximately HK\$159.08 billion) after the exercise of the over-allotment option.

Trading of AIA shares commenced on the Main Board of the Hong Kong Stock Exchange Limited on October 29, 2010.

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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 thereunto duly authorized.

**American International Group, Inc.**  
(Registrant)

Date: October 29, 2010

By: /s/ Kathleen E. Shannon \_\_\_\_\_  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Deputy General Counsel