

---

---

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

---

**FORM 8-A/A  
(Amendment No. 2)**

---

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

---

**American International Group, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State of incorporation or organization)

**13-2592361**  
(I.R.S. Employer Identification No.)

**175 Water Street, New York, New York**  
(Address of principal executive offices)

**10038**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
**Stock Purchase Rights**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange**

---

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrent with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates: N/A.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

---

---

**Item 1. Description of Registrant’s Securities to be Registered.**

This Form 8-A/A amends the Form 8-A filed on March 9, 2011 by American International Group, Inc. (“AIG”), as previously amended by the Form 8-A/A filed on January 8, 2014 by AIG, relating to stock purchase rights (the “Rights”) previously dividended to AIG’s shareholders as part of AIG’s Tax Asset Protection Plan, dated as of March 9, 2011 (the “Plan”), between AIG and Wells Fargo Bank, National Association, as Rights Agent (the “Rights Agent”). The Plan, the purpose of which is to help protect AIG’s ability to recognize certain tax benefits in future periods from net operating losses and other tax attributes, was originally entered into on March 9, 2011, and was originally scheduled to expire at the close of business on March 9, 2014. On January 8, 2014, AIG and the Rights Agent entered into Amendment No. 1 to the Plan, which extended the expiration date of the Plan to the close of business on January 8, 2017 (subject to other earlier termination events as described in the Plan) and also made minor technical changes to the Plan. On December 14, 2016, AIG and the Rights Agent entered into Amendment No. 2 to the Plan, which further extends the expiration date of the Plan to the close of business on December 14, 2019 (subject to other earlier termination events as described in the Plan).

The Plan is described in and included as Exhibit 4.1 to AIG’s Current Report on Form 8-K, dated March 9, 2011, and Amendment No. 1 to the Plan is described in and included as Exhibit 4.1 to AIG’s Current Report on Form 8-K, dated January 8, 2014. The foregoing description of Amendment No. 2 to the Plan is qualified in its entirety by reference to the full text of Amendment No. 2 to the Plan, which is included as Exhibit 4.1 to AIG’s Current Report on Form 8-K, dated December 14, 2016, and incorporated in its entirety into this Item 1 by reference.

**Item 2. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment No. 2 to Tax Asset Protection Plan, dated as of December 14, 2016, between American International Group, Inc. and Wells Fargo Bank, National Association, as Rights Agent (incorporated by reference to Exhibit 4.1 to AIG’s Current Report on Form 8-K, dated December 14, 2016).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**  
(Registrant)

Date: December 14, 2016

By: /s/ Jeffrey A. Welikson

Name: Jeffrey A. Welikson

Title: Vice President, Corporate Secretary and Deputy  
General Counsel