

**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): **December 13, 2024**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$2.50 Per Share	AIG	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 8 – Other Events

### Item 8.01. Other Events.

#### *Pricing for Cash Tender Offer*

On December 12, 2024, American International Group, Inc. (“AIG”) issued a press release announcing the pricing terms of the previously announced cash tender offers (the “Offers”) to purchase certain of its outstanding notes. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

#### *Results and Upsizing of Cash Tender Offer*

On December 13, 2024, AIG issued a press release announcing the results as of the expiration date and upsizing of the Offers. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

The information contained in this Current Report on Form 8-K does not constitute an offer to purchase the notes. The terms of the Offers are described in the Offer to Purchase, dated December 6, 2024, as amended by AIG’s press release dated December 13, 2024, announcing the results and upsizing of the Offers.

## Section 9 - Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

(d)	Exhibits.
<a href="#">99.1</a>	<a href="#">Press release of American International Group, Inc., dated December 12, 2024.</a>
<a href="#">99.2</a>	<a href="#">Press release of American International Group, Inc., dated December 13, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

## EXHIBIT INDEX

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press release of American International Group, Inc., dated December 12, 2024.</a>
<a href="#">99.2</a>	<a href="#">Press release of American International Group, Inc., dated December 13, 2024.</a>
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: December 13, 2024

By: /s/ Christina Banthin

Name: Christina Banthin

Title: Senior Vice President and Corporate Secretary



**Press Release**

www.aig.com

**Contacts:**

Quentin McMillan (Investors): [quentin.mcmillan@aig.com](mailto:quentin.mcmillan@aig.com)

Claire Talcott (Media): [claire.talcott@aig.com](mailto:claire.talcott@aig.com)

## AIG Announces Reference Yields and Total Consideration for its Tender Offers for Certain Outstanding Notes

**NEW YORK – December 12, 2024** – American International Group, Inc. (NYSE: AIG) today announced the pricing terms for each series of the Notes included in its previously announced tender offers (the “Offers”) to purchase outstanding notes of the series listed in the table below (collectively, the “Notes”) for cash up to a maximum \$750 million aggregate amount of Total Consideration (as defined below), excluding the Accrued Coupon Payment (as defined below). The Offers are being made pursuant to AIG’s Offer to Purchase, dated December 6, 2024 (the “Offer to Purchase”), which sets forth a more comprehensive description of the terms and conditions of each Offer, and the accompanying notice of guaranteed delivery (the “Notice of Guaranteed Delivery” and, together with the Offer to Purchase, the “Tender Offer Documents”). Capitalized terms used but not defined in this announcement have the meanings given to them in the Offer to Purchase.

Set forth below are the applicable Reference Yields and Total Consideration for each series of Notes, as calculated at 10:00 a.m. today, December 12, 2024, in accordance with the Offer to Purchase.

Acceptance Priority Level <sup>(1)</sup>	Title of Security	CUSIP/ISIN	First Par Call Date <sup>(2)</sup>	Maturity Date	Principal Amount Outstanding (millions)	Reference Security <sup>(3)</sup>	Reference Security Yield	Fixed Spread (basis points)	Bloomberg Reference Page	Total Consideration <sup>(2)(3)</sup>
1	8.175% Series A-6 Junior Subordinated Debentures Due 2058 <sup>(4)</sup>	026874BS5 / US026874BS54	May 15, 2038	May 15, 2058	\$162.2	4.250% UST due 11/15/2034	4.304%	195 bps	PX1	\$1,172.61
2	6.820% Notes Due 2037	026874CW5 / US026874CW57	N/A	November 15, 2037	\$143.4	4.250% UST due 11/15/2034	4.304%	95 bps	PX1	\$1,145.44
3	6.250% Notes Due 2036	026874AZ0 / US026874AZ07	N/A	May 1, 2036	\$584.3	4.250% UST due 11/15/2034	4.304%	80 bps	PX1	\$1,097.90
4	6.250% Series A-1 Junior Subordinated Debentures Due 2037	026874BE6 / US026874BE68	N/A	March 15, 2037	\$37.7	4.250% UST due 11/15/2034	4.304%	185 bps	PX1	\$1,008.06
5	5.750% Series A-9 Junior Subordinated Debentures Due 2048 <sup>(4)</sup>	026874DM6 / US026874DM66	April 1, 2028	April 1, 2048	\$750.0	4.125% UST due 11/30/2029	4.156%	130 bps	PX1	\$1,008.66
6	4.800% Notes Due 2045	026874DF1 / US026874DF16	January 10, 2045	July 10, 2045	\$750.0	4.625% UST due 11/15/2044	4.599%	80 bps	PX1	\$926.11



7	4.750% Notes Due 2048	026874DL8 / US026874DL83	October 1, 2047	April 1, 2048	\$1,000.0	4.250% UST due 8/15/2054	4.538%	85 bps	PX1	\$915.84
8	4.700% Notes Due 2035	026874DE4 / US026874DE41	January 10, 2035	July 10, 2035	\$222.7	4.250% UST due 11/15/2034	4.304%	85 bps	PX1	\$963.33
9	4.500% Notes Due 2044	026874DA2 / US026874DA29	January 16, 2044	July 16, 2044	\$746.6	4.625% UST due 11/15/2044	4.599%	80 bps	PX1	\$892.11
10	4.375% Notes Due 2055	026874DB0 / US026874DB02	July 15, 2054	January 15, 2055	\$246.4	4.250% UST due 8/15/2054	4.538%	120 bps	PX1	\$805.74
11	4.250% Notes Due 2029	026874DN4 / US026874DN40	December 15, 2028	March 15, 2029	\$191.8	4.125% UST due 11/30/2029	4.156%	60 bps	PX1	\$980.68
12	4.200% Notes Due 2028	026874DK0 / US026874DK01	January 1, 2028	April 1, 2028	\$341.0	4.125% UST due 11/30/2029	4.156%	45 bps	PX1	\$987.67

- (1) Subject to the satisfaction or waiver of the conditions of the Offers described in the Offer to Purchase, if the Maximum Purchase Condition is not satisfied with respect to every series of Notes, AIG will accept Notes for purchase in the order of their respective Acceptance Priority Level specified in the table above (with 1 being the highest Acceptance Priority Level and 12 being the lowest Acceptance Priority Level). It is possible that a series of Notes with a particular Acceptance Priority Level will not be accepted for purchase even if one or more series with a higher or lower Acceptance Priority Level are accepted for purchase.
- (2) For each series of Notes in respect of which a par call date is indicated, the calculation of the applicable Total Consideration was performed to either the maturity date or such par call date, in accordance with standard market convention. See Annex A to the Offer to Purchase for an overview of the calculation of the Total Consideration (including the par call detail) with respect to the Notes.
- (3) The Total Consideration for each series of Notes (such consideration, the "Total Consideration") payable per each \$1,000 principal amount of such series of Notes validly tendered for purchase, has been calculated based on the fixed spread specified in the table above for such series of Notes, plus the yield of the specified Reference Security for that series as quoted on the Bloomberg reference page specified in the table above as of 10:00 a.m. (Eastern time). The Total Consideration does not include the applicable Accrued Coupon Payment, which will be payable in cash in addition to the applicable Total Consideration.
- (4) For the avoidance of doubt, for purposes of calculating the applicable Total Consideration, it has been assumed that payments on the 8.175% Series A-6 Junior Subordinated Debentures Due 2058 and the 5.750% Series A-9 Junior Subordinated Debentures Due 2048 are made through the applicable par call date regardless of the Offer Yield, in accordance with standard market practice.

Each Offer will expire at 5:00 p.m. (Eastern time) on December 12, 2024, unless extended or earlier terminated (such date and time with respect to an Offer, as the same may be extended with respect to such Offer, the "Expiration Date"). Notes may be validly withdrawn at any time at or prior to 5:00 p.m. (Eastern time) on the Expiration Date but not thereafter, unless extended by AIG.

For Holders who deliver a Notice of Guaranteed Delivery and all other required documentation at or prior to the Expiration Date, upon the terms and subject to the conditions set forth in the Tender Offer Documents, the deadline to validly tender Notes using the Guaranteed Delivery Procedures will be the second business day after the Expiration Date and is expected to be 5:00 p.m. (Eastern time) on December 16, 2024 (the "Guaranteed Delivery Date").

The "Initial Settlement Date" will be the second business day after the Expiration Date and is expected to be December 16, 2024. The "Guaranteed Delivery Settlement Date" will be the second business day after the Guaranteed Delivery Date and is expected to be December 18, 2024.



Upon the terms and subject to the conditions set forth in the Offer to Purchase, Holders whose Notes are accepted for purchase in the Offers will receive the applicable Total Consideration for each \$1,000 principal amount of such Notes in cash on the Initial Settlement Date or Guaranteed Delivery Settlement Date, as applicable.

In addition to the applicable Total Consideration, Holders whose Notes are accepted for purchase will receive a cash payment equal to the accrued and unpaid interest on such Notes from and including the immediately preceding interest payment date for such Notes to, but excluding, the Initial Settlement Date (the "Accrued Coupon Payment"). Interest will cease to accrue on the Initial Settlement Date for all Notes accepted in the Offers and Holders whose Notes are tendered pursuant to the Guaranteed Delivery Procedures and are accepted for purchase will not receive payment in respect of any interest for the period from and including the Initial Settlement Date.

AIG has retained BofA Securities, Inc. and Citigroup Global Markets Inc. as the Lead Dealer Managers. Global Bondholder Services Corporation is the Information Agent and Tender Agent. For additional information regarding the terms of the tender offer, please contact: BofA Securities, Inc. at (888) 292-0070 (toll-free) or (980) 387-3907 or Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect). Requests for documents and questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only) and 855-654-2014 (for all others toll-free), by email at [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com) or to the Lead Dealer Managers at their respective telephone numbers. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery are available at <https://www.gbsc-usa.com/AIG/>.

The Offers are subject to the satisfaction of certain conditions. AIG may terminate or alter any or all of the Offers and is not obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered Notes, in each event subject to applicable laws. The Offers are not conditioned on the tender of a minimum principal amount of Notes.



Beneficial owners of Notes are advised to check with any bank, securities broker or other intermediary through which they hold Notes as to when such intermediary would need to receive instructions from a beneficial owner in order for that beneficial owner to be able to participate in, or withdraw their instruction to participate in, an Offer before the deadlines specified in this press release. The deadlines set by any such intermediary and the Depository Trust Company for the submission and withdrawal of tender instructions may be earlier than the relevant deadlines specified in this press release.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The Offers are made only by and pursuant to the terms of the Offer to Purchase and only to such persons and in such jurisdictions as is permitted under applicable law. The information in this press release is qualified by reference to the Offer to Purchase.

None of AIG, the dealer managers or the tender and information agent makes any recommendations as to whether Holders should tender their Notes pursuant to the Offers.

Holders must make their own decisions as to whether to tender Notes, and, if so, the principal amount of Notes to tender.

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Certain statements in this press release, including those describing the completion of the Offers, 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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#### **About AIG**

American International Group, Inc. (NYSE: AIG) is a leading global insurance organization. AIG provides insurance solutions that help businesses and individuals in approximately 190 countries and jurisdictions protect their assets and manage risks through AIG operations and network partners. For additional information, visit [www.aig.com](http://www.aig.com). This website with additional information about AIG has been provided as a convenience, and the information contained on such website is not incorporated by reference into this press release.

AIG is the marketing name for the worldwide operations of American International Group, Inc. 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.



**Press Release**

www.aig.com

**Contacts:**

Quentin McMillan (Investors): [quentin.mcmillan@aig.com](mailto:quentin.mcmillan@aig.com)

Claire Talcott (Media): [claire.talcott@aig.com](mailto:claire.talcott@aig.com)

## AIG Announces Early Results and Upsizing of Its Tender Offer for Debt Securities

**NEW YORK – December 13, 2024** – American International Group, Inc. (NYSE: AIG) today announced the results of its previously announced 12 separate offers (the “Offers”) to purchase for cash the notes of the series listed in the table below (collectively, the “Notes”) and that it has amended the Offers by increasing the applicable Maximum Purchase Consideration from \$750 million to \$1.16 billion. The Offers were made pursuant to AIG’s Offer to Purchase, dated December 6, 2024 (the “Offer to Purchase”), which sets forth a more comprehensive description of the terms and conditions of each Offer, and the accompanying notice of guaranteed delivery (the “Notice of Guaranteed Delivery” and, together with the Offer to Purchase, the “Tender Offer Documents”). Capitalized terms used but not defined in this announcement have the meanings given to them in the Offer to Purchase.

The Offers expired at 5:00 p.m. (Eastern time) on December 12, 2024 (the “Expiration Date”). The Initial Settlement Date will be December 16, 2024 and the Guaranteed Delivery Settlement Date will be December 18, 2024.

According to information provided by Global Bondholder Services Corporation, the Information Agent and Tender Agent in connection with the Offers, \$2,019,902,000.00 combined aggregate principal amount of the Notes were validly tendered prior to or at the Expiration Date and not validly withdrawn. In addition, \$19,333,000.00 combined aggregate principal amount of Notes were tendered pursuant to the Guaranteed Delivery Procedures (as defined in the Offer to Purchase) and remain subject to the Holders’ performance of the delivery requirements under such procedures. The table below provides certain information about the Offers, including the aggregate principal amount of each series of Notes validly tendered and not validly withdrawn prior to the Expiration Date and the aggregate principal amount of Notes reflected in Notices of Guaranteed Delivery delivered at or prior to the Expiration Date pursuant to the Tender Offer Documents.

Acceptance Priority Level <sup>(1)</sup>	Title of Security	CUSIP/ISIN	Principal Amount Outstanding (millions)	Total Consideration <sup>(1)</sup>	Principal Amount Tendered <sup>(2)</sup>	Principal Amount Accepted <sup>(2)</sup>	Principal Amount Reflected in Notices of Guaranteed Delivery
1	8.175% Series A-6 Junior Subordinated Debentures Due 2058	026874BS5 / US026874BS54	\$162.2	\$1,172.61	\$15,247,000	\$15,247,000	\$395,000
2	6.820% Notes Due 2037	026874CW5 / US026874CW57	\$143.4	\$1,145.44	\$64,925,000	\$64,925,000	—
3	6.250% Notes Due 2036	026874AZ0 / US026874AZ07	\$584.3	\$1,097.90	\$299,076,000	\$299,076,000	\$518,000



4	6.250% Series A-1 Junior Subordinated Debentures Due 2037	026874BE6 / US026874BE68	\$37.7	\$1,008.06	\$16,765,000	\$16,765,000	—
5	5.750% Series A-9 Junior Subordinated Debentures Due 2048	026874DM6 / US026874DM66	\$750.0	\$1,008.66	\$308,588,000	\$308,588,000	\$5,305,000
6	4.800% Notes Due 2045	026874DF1 / US026874DF16	\$750.0	\$926.11	\$313,180,000	\$313,180,000	\$4,376,000
7	4.750% Notes Due 2048	026874DL8 / US026874DL83	\$1,000.0	\$915.84	\$578,924,000	—	\$7,072,000
8	4.700% Notes Due 2035	026874DE4 / US026874DE41	\$222.7	\$963.33	\$58,680,000	\$58,680,000	\$490,000
9	4.500% Notes Due 2044	026874DA2 / US026874DA29	\$746.6	\$892.11	\$204,513,000	—	\$1,167,000
10	4.375% Notes Due 2055	026874DB0 / US026874DB02	\$246.4	\$805.74	\$57,733,000	\$57,733,000	—
11	4.250% Notes Due 2029	026874DN4 / US026874DN40	\$191.8	\$980.68	\$35,028,000	—	—
12	4.200% Notes Due 2028	026874DK0 / US026874DK01	\$341.0	\$987.67	\$67,243,000	—	\$10,000

- (1) The Total Consideration for each series of Notes (such consideration, the "Total Consideration") payable per each \$1,000 principal amount of such series of Notes validly tendered for purchase.
- (2) The amounts exclude the principal amounts of Notes for which Holders have complied with certain procedures applicable to guaranteed delivery pursuant to the Guaranteed Delivery Procedures. Such amounts remain subject to the Guaranteed Delivery Procedures. Notes tendered pursuant to the Guaranteed Delivery Procedures are required to be tendered at or prior to 5:00 p.m., New York City time, on December 16, 2024.

Overall, \$1,134,194,000.00 combined aggregate principal amount of Notes have been accepted for purchase (excluding Notes delivered pursuant to the Guaranteed Delivery Procedures). The Maximum Purchase Condition (after giving effect to the increase described above) has been satisfied with respect to the Offers in respect of the series of Notes with Acceptance Priority Levels of 1-6, 8 and 10. Accordingly, all Notes of those series that have been validly tendered and not validly withdrawn at or prior to the Expiration Date have been accepted for purchase. AIG has not accepted any Notes with Acceptance Priority Levels 7, 9 and 11-12 (as indicated in the table above) and will promptly return all validly tendered Notes of such series to the respective tendering Holders.

Upon the terms and subject to the conditions set forth in the Tender Offer Documents, Holders whose Notes have been accepted for purchase in the Offers will receive the applicable Total Consideration for each \$1,000 principal amount of such Notes in cash on the Initial Settlement Date or Guaranteed Delivery Settlement Date. In addition to the applicable Total Consideration, Holders whose Notes are accepted for purchase will be paid the Accrued Coupon Payment. Interest will cease to accrue on the Initial Settlement Date for all Notes accepted in the Offers, including those tendered through the Guaranteed Delivery Procedures.





AIG has retained BofA Securities, Inc. and Citigroup Global Markets Inc. as the Lead Dealer Managers. Global Bondholder Services Corporation is the Information Agent and Tender Agent. For additional information regarding the terms of the tender offer, please contact: BofA Securities, Inc. at (888) 292-0070 (toll-free) or (980) 387-3907 or Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect). Requests for documents and questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only) and 855-654-2014 (for all others toll-free), by email at [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com) or to the Lead Dealer Managers at their respective telephone numbers. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery are available at <https://www.gbsc-usa.com/AIG/>.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The Offers were made only by and pursuant to the terms of the Offer to Purchase and only to such persons and in such jurisdictions as is permitted under applicable law. The information in this press release is qualified by reference to the Offer to Purchase.

###

Certain statements in this press release, including those describing the completion of the Offers, 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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#### **About AIG**

American International Group, Inc. (NYSE: AIG) is a leading global insurance organization. AIG provides insurance solutions that help businesses and individuals in approximately 190 countries and jurisdictions protect their assets and manage risks through AIG operations and network partners. For additional information, visit [www.aig.com](http://www.aig.com). This website with additional information about AIG has been provided as a convenience, and the information contained on such website is not incorporated by reference into this press release.

AIG is the marketing name for the worldwide operations of American International Group, Inc. 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.