

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**



**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**13-2592361**  
(IRS Employer  
identification No.)

**180 Maiden Lane, New York, New York 10038**  
(Address, including zip code, of principal executive offices)

**American International Group, Inc. 2013 Omnibus Incentive Plan**  
(Full title of the plan)

**Jeffrey A. Welikson, Esq.**  
**Vice President, Corporate Secretary and Deputy General Counsel**  
**180 Maiden Lane**  
**New York, New York 10038**  
**(212) 770-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies To:*

**Robert W. Reeder III, Esq.**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, New York 10004**  
**(212) 558-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer                       Accelerated filer                       Non-accelerated filer                       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1) (2)	Proposed Maximum Offering Price Per Share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee (1) (4)
Common Stock, par value \$2.50 per share, and associated Rights (3)	52,000,000 shares	\$44.01	\$2,288,520,000	\$270,133.38 (5)

1. This Registration Statement relates to 45,000,000 shares of common stock, par value \$2.50 per share (the Common Stock), of American International Group, Inc. (AIG) being newly registered and, pursuant to General Instruction E of Form S-8, 7,000,000 shares of Common Stock that are being carried forward to this Registration Statement (Carryover Shares) that were previously registered in connection with the American International Group, Inc. 2010 Stock Incentive Plan pursuant to AIG's Registration Statement on Form S-8 (File No. 333-168679) filed and effective August 9, 2010 (the August 2010

Registration Statement). AIG is contemporaneously filing a post-effective amendment to the August 2010 Registration Statement to deregister the Carryover Shares with respect to the August 2010 Registration Statement.

2. This Registration Statement also relates to an indeterminate number of additional shares of Common Stock that may be issued pursuant to anti-dilution and other adjustment provisions of the American International Group, Inc. 2013 Omnibus Incentive Plan.
  3. Each share of Common Stock has a related share purchase right (each, a Right) pursuant to the Tax Asset Protection Plan, dated as of March 9, 2011, between AIG and Wells Fargo Bank, National Association, as Rights Agent. The terms of the Rights are described in AIG's Registration Statement on Form 8-A, dated March 9, 2011, filed pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended.
  4. Estimated solely for purposes of calculating the registration fee. This estimate has been computed in accordance with Rules 457(c) and (h)(1) and is calculated based upon the average of the high and low sales prices of the Common Stock on May 10, 2013, as reported on the New York Stock Exchange Composite Tape.
  5. A registration fee of \$19,799.30 with respect to the Carryover Shares was previously paid upon the filing of the August 2010 Registration Statement (out of a total registration fee of \$169,708.26). Therefore, no further registration fee is required with respect to the Carryover Shares. AIG is paying registration fees solely with respect to the 45,000,000 shares of Common Stock newly registered hereby. See note (1) above.
- 
-

[Table of Contents](#)

**TABLE OF CONTENTS**

[PART I](#)

[PART II](#)

[Item 3. Incorporation of Documents by Reference](#)

[Item 4. Description of Securities](#)

[Item 5. Interests of Named Experts and Counsel](#)

[Item 6. Indemnification of Directors and Officers](#)

[Item 7. Exemption From Registration Claimed](#)

[Item 8. Exhibits](#)

[Item 9. Undertakings](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-5: OPINION OF JAMES J. KILLERLANE III, ESQ. RE VALIDITY](#)

[EX-23.1: CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

[EX-23.2: CONSENT OF INDEPENDENT ACCOUNTANTS](#)

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

All information required by Part I to be contained in the prospectus relating to the American International Group, Inc. (AIG) 2013 Omnibus Incentive Plan (the Plan) is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act).

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents have been filed by AIG with the Securities and Exchange Commission (the Commission) (File No. 1-8787) and, other than any furnished information, are incorporated herein by reference:

- (a) AIG's Annual Report on Form 10-K for the fiscal year ended December 31, 2012;
- (b) AIG's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013;
- (c) AIG's Current Reports on Form 8-K filed on January 9, 2013, January 24, 2013, February 19, 2013, February 21, 2013, March 1, 2013, March 8, 2013, March 13, 2013, March 19, 2013, March 27, 2013, April 4, 2013, May 2, 2013, May 3, 2013, May 13, 2013 and May 15, 2013; and
- (d) The description of AIG common stock, par value \$2.50 per share (the Common Stock), contained in the Registration Statement on Form 8-A, dated September 20, 1984, filed pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the description of share purchase rights associated with the Common Stock in AIG's Registration Statement on Form 8-A, dated March 9, 2011, filed pursuant to Section 12(b) of the Exchange Act.

All documents filed by AIG after the date hereof pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold, or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, provided, however, that AIG is not incorporating by reference any information in these documents or filings that is deemed "furnished" to and not filed with the Commission.

Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

The Common Stock is registered under Section 12(b) of the Exchange Act.

**Item 5. Interests of Named Experts and Counsel.**

The consolidated financial statements and the financial statement schedules and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Registration Statement by reference to AIG's Annual Report on Form 10-K for the year ended December 31, 2012, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

## [Table of Contents](#)

The consolidated financial statements of AIA Group Limited incorporated into this Registration Statement by reference to AIG's Annual Report on Form 10-K for the year ended December 31, 2012 have been so incorporated in reliance upon the report of PricewaterhouseCoopers, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The validity of the shares of Common Stock offered pursuant to the Plan will be passed upon by James J. Killerlane III, Esq., Associate General Counsel and Assistant Secretary of AIG. Mr. Killerlane is regularly employed by AIG, participates in various AIG employee benefit plans under which he may receive shares of Common Stock and currently beneficially owns less than 1% of the outstanding shares of Common Stock.

### **Item 6. Indemnification of Directors and Officers.**

The restated certificate of incorporation of AIG provides that AIG shall indemnify to the full extent permitted by law any person made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate, is or was a director, officer or employee of AIG or serves or served any other enterprise at the request of AIG. Section 6.4 of AIG's amended and restated by-laws contains a similar provision.

The restated certificate of incorporation of AIG also provides that a director will not be personally liable to AIG or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the exemption from liability or limitation thereof is not permitted by the Delaware General Corporation Law.

Section 145 of the Delaware General Corporation Law permits indemnification against expenses, fines, judgments and settlements incurred by any director, officer, employee or agent of a company in the event of pending, threatened or completed civil, criminal, administrative or investigative proceedings, if such person was, or was threatened to be, made a party by reason of the fact that he or she is or was a director, officer, employee or agent of the company. Section 145 also provides that the indemnification provided for therein shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled. In addition, AIG and its subsidiaries maintain a directors' and officers' liability insurance policy.

### **Item 7. Exemption From Registration Claimed.**

Not applicable.

### **Item 8. Exhibits.**

The exhibits are listed in the Exhibit Index.

### **Item 9. Undertakings.**

AIG hereby undertakes:

- (a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

## Table of Contents

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by AIG pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for purposes of determining any liability under the Securities Act, each filing of AIG's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of AIG pursuant to the foregoing provisions, or otherwise, AIG has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by AIG of expenses incurred or paid by a director, officer or controlling person of AIG in the successful defense of any action, suit or proceeding) is asserted against AIG by such director, officer or controlling person in connection with the securities being registered, AIG will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 15<sup>th</sup> day of May, 2013.

AMERICAN INTERNATIONAL GROUP, INC.

By: /S/ ROBERT H. BENMOSCHE

Name: Robert H. Benmosche

Title: President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert H. Benmosche and David L. Herzog, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign this Registration Statement on Form S-8 of American International Group, Inc. and any and all amendments to that Registration Statement (including post-effective amendments thereto) and to file the same, with the exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, and grants unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact and agents, or any of them, or his or her substitute or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ ROBERT H. BENMOSCHE</u> (Robert H. Benmosche)	President, Chief Executive Officer and Director (Principal Executive Officer)	May 15, 2013
<u>/S/ DAVID L. HERZOG</u> (David L. Herzog)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 15, 2013
<u>/S/ DON W. CUMMINGS</u> (Don W. Cummings)	Vice President and Controller (Principal Accounting Officer)	May 15, 2013
<u>/S/ W. DON CORNWELL</u> (W. Don Cornwell)	Director	May 15, 2013

## Table of Contents

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ JOHN H. FITZPATRICK</u> (John H. Fitzpatrick)	Director	May 15, 2013
<u>/S/ WILLIAM G. JURGENSEN</u> (William G. Jurgensen)	Director	May 15, 2013
<u>/S/ CHRISTOPHER S. LYNCH</u> (Christopher S. Lynch)	Director	May 15, 2013
<u>/S/ ARTHUR C. MARTINEZ</u> (Arthur C. Martinez)	Director	May 15, 2013
<u>/S/ GEORGE L. MILES, JR.</u> (George L. Miles, Jr.)	Director	May 15, 2013
<u>/S/ HENRY S. MILLER</u> (Henry S. Miller)	Director	May 15, 2013
<u>/S/ ROBERT S. MILLER</u> (Robert S. Miller)	Director	May 15, 2013
<u>/S/ SUZANNE NORA JOHNSON</u> (Suzanne Nora Johnson)	Director	May 15, 2013
<u>/S/ RONALD A. RITTENMEYER</u> (Ronald A. Rittenmeyer)	Director	May 15, 2013
<u>/S/ DOUGLAS M. STEENLAND</u> (Douglas M. Steenland)	Director	May 15, 2013
<u>/S/ THERESA M. STONE</u> (Theresa M. Stone)	Director	May 15, 2013



**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>	<u>Location</u>
4	American International Group, Inc. 2013 Omnibus Incentive Plan	Filed as Appendix B to AIG's Definitive Proxy Statement dated April 4, 2013 (File No. 001-8787) and incorporated herein by reference.
5	Opinion of James J. Killerlane III, Esq. re validity	Filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith.
23.2	Consent of Independent Accountants	Filed herewith.
23.3	Consent of James J. Killerlane III, Esq.	Included in Exhibit 5.
24	Powers of Attorney	Included on signature page.

[Letterhead of American International Group, Inc.]

May 15, 2013

American International Group, Inc.,  
180 Maiden Lane,  
New York, New York 10038.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 52,000,000 shares (the "Securities") of common stock, par value \$2.50 per share (the "Common Stock"), of American International Group, Inc., a Delaware corporation (the "Company"), issuable under the American International Group, Inc. 2013 Omnibus Incentive Plan, I, as Associate General Counsel and Assistant Secretary of the Company, have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion. Each Security has a related share purchase right (each, a "Right") issuable pursuant to the Tax Asset Protection Plan, dated as of March 9, 2011 (the "Tax Asset Protection Plan"), between the Company and Wells Fargo Bank, National Association, as Rights Agent (the "Rights Agent").

Upon the basis of such examination, I advise you that, in my opinion:

(1) When the registration statement relating to the Securities (the "Registration Statement") has become effective under the Act, the terms and conditions of any award under the Plan (an "Award") are duly established in conformity with the Company's Restated Certificate of Incorporation and the Plan so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and the Securities have been duly issued and delivered in accordance with the Award and the Plan, the Securities will be validly issued, fully paid and nonassessable.

(2) Assuming that the Tax Asset Protection Plan has been duly authorized, executed and delivered by the Rights Agent, then when the Registration Statement has become effective under the Act and the Securities have been duly issued and delivered in accordance with the Award and the Plan, the Rights attributable to the Securities will be validly issued.

In connection with my opinion set forth in paragraph (2) above, I note that the question whether the Board of Directors of the Company might be required to redeem the Rights at some future time will depend upon the facts and circumstances existing at that time and, accordingly, is beyond the scope of such opinion.

The foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible, and I have assumed that the certificates for the Securities (if any) will conform to the specimen thereof examined by me and will be duly countersigned by a transfer agent and duly registered by a registrar of the Common Stock (and if the Securities are issued in uncertificated form, that they will be duly recorded by a transfer agent and duly registered by a registrar thereof), and that the signatures on all documents examined by me are genuine, assumptions that I have not independently verified.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ James J. Killerlane III

James J. Killerlane III

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 21, 2013 relating to the financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting, which appears in American International Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012. We also consent to the reference to us in Item 5 of this Registration Statement and in the section "Experts" included in the Prospectus.

/s/ PricewaterhouseCoopers LLP  
New York, New York  
May 15, 2013

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of American International Group, Inc. of our report dated 24 February 2012 relating to the consolidated financial statements of AIA Group Limited which appears in American International Group, Inc.'s Annual Report on Form 10-K for the year ended 31 December 2012. We also consent to the reference to us in Item 5 of this Registration Statement and in the section "Experts" included in the Prospectus.

/s/ PricewaterhouseCoopers  
Hong Kong  
15 May 2013