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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2016**

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**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

**1-8787**  
(Commission  
File Number)

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

**175 Water Street**  
**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.)

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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 1 — Registrant’s Business and Operations**

### **Item 1.01. Entry into a Material Definitive Agreement.**

On July 15, 2016, American International Group, Inc. (the “Company”) entered into an amendment, attached as Exhibit 10.1 to this Current Report on Form 8-K (the “Amendment”), to the Third Amended and Restated Credit Agreement, dated November 5, 2015, among the Company, the subsidiary borrowers party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and each Several L/C Agent party thereto (the “Credit Agreement” and, as amended by the Amendment, the “Amended Credit Agreement”).

The Credit Agreement provided, and the Amended Credit Agreement provides, that the lenders may, upon a “Change in Control”, terminate commitments, require prepayment of any outstanding loans, and/or require the Company to collateralize with cash any outstanding letter of credit obligations.

The Amendment modifies the definition of Change in Control relating to a change in the Board of Directors of the Company (the “Board”). Previously, the Credit Agreement provided that a Change in Control would occur if a majority of the seats (other than vacant seats) on the Board shall at any time be occupied by persons who were not (i) nominated by the Board or (ii) appointed by directors so nominated. The Amendment modifies that portion of the definition of Change in Control to provide that a Change in Control would occur if a majority of the seats (other than vacant seats) on the Board shall at any time be occupied by persons who were neither (i) nominated or approved for consideration by shareholders for election by the Board or (ii) appointed by directors so nominated or approved. Other portions of the definition of Change in Control are not modified by the Amendment.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference. Additional information regarding the Credit Agreement is contained in the Company’s Current Report on Form 8-K filed on November 5, 2015.

## **Section 2 — Financial Information**

### **Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 is incorporated herein by reference.

## **Section 9 — Financial Statements and Exhibits**

### **Item 9.01. Financial Statements and Exhibits.**

#### **(d) Exhibits.**

10.1 Amendment to the Credit Agreement, effective as of July 15, 2016

**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: July 15, 2016

By: /s/ James J. Killerlane III  
Name: James J. Killerlane III  
Title: Associate General Counsel and Assistant Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to the Credit Agreement, effective as of July 15, 2016

**AMENDMENT LETTER  
TO  
LENDERS PARTIES TO THE CREDIT AGREEMENT REFERENCED BELOW**

July 8, 2016

Reference is made to the Third Amended and Restated Credit Agreement (as amended, the "Credit Agreement"; terms defined therein being used herein as so defined) dated as of November 5, 2015, among AMERICAN INTERNATIONAL GROUP, INC. (the "Company"), the subsidiary borrowers parties thereto, the lenders parties thereto (the "Lenders"), JPMorgan Chase Bank, N.A., as administrative agent, and each Several L/C Agent party thereto.

Each Lender is hereby requested by the Company to confirm its agreement that clause (b) of the definition of "Change in Control" in the Credit Agreement is amended in its entirety to read "(b) a majority of the seats (other than vacant seats) on the board of directors of the Company shall at any time be occupied by persons who were neither (i) nominated or approved for consideration by shareholders for election by the board of directors of the Company or (ii) appointed by directors so nominated or approved". The undersigned is in agreement with the foregoing. Please signify your agreement with the foregoing by signing and returning a copy of this Amendment Letter to Kelsey Baumberger (via pdf email at [kbaumberger@milbank.com](mailto:kbaumberger@milbank.com)) at your earliest convenience but **not later than 3:00 p.m., New York City time, Friday, July 15th**.

Please direct any questions of a legal nature to Kelsey Baumberger at Milbank Tweed ([kbaumberger@milbank.com](mailto:kbaumberger@milbank.com), 212-530-5280). Questions of a business nature should be directed to Bradford Taylor ([bradford.m.taylor@jpmorgan.com](mailto:bradford.m.taylor@jpmorgan.com)) or Samuel Kim ([samuel.sj.kim@jpmorgan.com](mailto:samuel.sj.kim@jpmorgan.com)) of JPMorgan.

By: /s/ James S. Mintzer

Name: James S. Mintzer

Title: Vice President

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ David W. Junius

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Name: David W. Junius

Title: Vice President and Treasurer

**SO AGREED:**

Citibank, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ Robert Chesley

\_\_\_\_\_  
Name: Robert Chesley

Title: Vice President and Managing Director



**SO AGREED:**

JPMORGAN CHASE BANK, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ James S. Mintzer

\_\_\_\_\_  
Name: James S. Mintzer

Title: Vice President

**SO AGREED:**

Bank of America, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ Chris Choi

\_\_\_\_\_  
Name: Chris Choi

Title: Director

**SO AGREED:**

BARCLAYS BANK PLC

\_\_\_\_\_  
Name of Institution

By: /s/ Evan Moriarty

\_\_\_\_\_  
Name: Evan Moriarty

Title: Assistant Vice President

**SO AGREED:**

BNP PARIBAS

\_\_\_\_\_  
Name of Institution

By: /s/ Marguerite L. Lebon

\_\_\_\_\_  
Name: Marguerite L. Lebon

Title: Vice President

By: /s/ Laurent Vanderzyppe

\_\_\_\_\_  
Name: Laurent Vanderzyppe

Title: Managing Director

**SO AGREED:**

Credit Suisse AG, New York Branch

\_\_\_\_\_  
Name of Institution

By: /s/ Bill O'Daly

\_\_\_\_\_  
Name: Bill O'Daly

Title: Authorized Signatory

By: /s/ Jack David Madej

\_\_\_\_\_  
Name: Jack David Madej

Title: Authorized Signatory

**SO AGREED:**

DEUTSCHE BANK AG NEW YORK BRANCH

Name of Institution

By: /s/ Virginia Cosenza

Name: Virginia Cosenza

Title: Vice President

By: /s/ Ming K. Chu

Name: Ming K. Chu

Title: Director

**SO AGREED:**

GOLDMAN SACHS BANK USA, as lender

\_\_\_\_\_  
Name of Institution

By: /s/ Jerry Li

\_\_\_\_\_  
Name: Jerry Li

Title: Authorized Signatory

**SO AGREED:**

HSBC Bank USA, National Association

\_\_\_\_\_  
Name of Institution

By: /s/ Shakil Ahmed

\_\_\_\_\_  
Name: Shakil Ahmed

Title: Director



**SO AGREED:**

MIZUHO BANK, LTD.

\_\_\_\_\_  
Name of Institution

By: /s/ David Lim

\_\_\_\_\_  
Name: David Lim

Title: Authorized Signatory

**SO AGREED:**

Morgan Stanley Bank, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ Cindy Tse

\_\_\_\_\_  
Name: Cindy Tse

Title: Authorized Signatory

**SO AGREED:**

RBC Capital Markets

\_\_\_\_\_  
Name of Institution

By: /s/ Brij Grewal

\_\_\_\_\_  
Name: Brij Grewal

Title: Authorized Signatory

**SO AGREED:**

SANTANDER BANK, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ William Maag

\_\_\_\_\_  
Name: William Maag

Title: Managing Director

**SO AGREED:**

Standard Chartered Bank

\_\_\_\_\_  
Name of Institution

By: /s/ Steven Aloupis

\_\_\_\_\_  
Name: Steven Aloupis A2388

Title: Managing Director – Loan Syndications

**SO AGREED:**

Sumitomo Mitsui Banking Corporation

\_\_\_\_\_  
Name of Institution

By: /s/ Manabu Hirabayashi

\_\_\_\_\_  
Name: Manabu Hirabayashi

Title: Managing Director

**SO AGREED:**

The Royal Bank of Scotland plc

\_\_\_\_\_  
Name of Institution

By: /s/ Joseph A Conte, CFA

\_\_\_\_\_  
Name: Joseph A Conte, CFA

Title: Vice President

**SO AGREED:**

U.S. Bank, N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ Ferris Joanis

\_\_\_\_\_  
Name: Ferris Joanis

Title: Vice President



**SO AGREED:**

Wells Fargo Bank N.A.

\_\_\_\_\_  
Name of Institution

By: /s/ Jason Hafener

\_\_\_\_\_  
Name: Jason Hafener

Title: Director

**SO AGREED:**

Australia and New Zealand Banking Group Limited

Name of Institution

By: /s/ Robert Grillo

Name: Robert Grillo

Title: Director

**SO AGREED:**

BANCO BILBAO VIZCAYA ARGENTARIA, S.A. NEW YORK BRANCH

Name of Institution

By: /s/ Alexander von Ziegesar

Name: Alexander von Ziegesar

Title: Relationship Manager

**SO AGREED:**

BANCO BILBAO VIZCAYA ARGENTARIA, S.A. NEW YORK BRANCH

Name of Institution

By: /s/ Mauricio Benitez

Name: Mauricio Benitez

Title: Director

**SO AGREED:**

Credit Agricole Corporate and Investment Bank

\_\_\_\_\_  
Name of Institution

By: /s/ Gary Herzog

\_\_\_\_\_  
Name: Gary Herzog

Title: Managing Director

By: /s/ Myra Martinez

\_\_\_\_\_  
Name: Myra Martinez

Title: Vice President

**SO AGREED:**

Industrial and Commercial Bank of China Limited, New York Branch  
Name of Institution

By: /s/ Michael D'Anna  
Name: Michael D'Anna  
Title: Executive Director

By: /s/ Linjia Zhou  
Name: Linjia Zhou  
Title: Executive Director

**SO AGREED:**

ING Bank N.V.

\_\_\_\_\_  
Name of Institution

By: /s/ Peter Vissers

\_\_\_\_\_  
Name: Peter Vissers

Title: Country Manager Brazil

By: /s/ Ernst Gallandat Huet

\_\_\_\_\_  
Name: Ernst Gallandat Huet

Title: Vice President

**SO AGREED:**

Lloyds Bank plc

\_\_\_\_\_  
Name of Institution

By: /s/ Erin Doherty

\_\_\_\_\_  
Name: Erin Doherty

Title: Assistant Vice President – Transaction Execution –  
Category A – D006

By: /s/ Daven Popat

\_\_\_\_\_  
Name: Daven Popat

Title: Senior Vice President – Transaction Execution –  
Category A – P003

**SO AGREED:**

National Australia Bank Ltd.

\_\_\_\_\_  
Name of Institution

By: /s/ Joran Laird

\_\_\_\_\_  
Name: Joran Laird

Title: Director - FIG



**SO AGREED:**

PNC Bank, National Association

\_\_\_\_\_  
Name of Institution

By: /s/ Morey A. Wade

\_\_\_\_\_  
Name: Morey A. Wade

Title: Vice President

**SO AGREED:**

Societe Generale

\_\_\_\_\_  
Name of Institution

By: /s/ William Aishton

\_\_\_\_\_  
Name: William Aishton

Title: Director

**SO AGREED:**

STATE STREET BANK AND TRUST COMPANY

\_\_\_\_\_  
Name of Institution

By: /s/ Kimberly R. Costa

\_\_\_\_\_  
Name: Kimberly R. Costa

Title: Vice President

**SO AGREED:**

The Bank of New York Mellon

\_\_\_\_\_  
Name of Institution

By: /s/ Michael Pensari

\_\_\_\_\_  
Name: Michael Pensari

Title: Managing Director

**SO AGREED:**

The Bank of Nova Scotia

\_\_\_\_\_  
Name of Institution

By: /s/ Kevin Chan

\_\_\_\_\_  
Name: Kevin Chan

Title: Director

**SO AGREED:**

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

Name of Institution

By: /s/ Glenn Schuermann

Name: Glenn Schuermann

Title: Director

**SO AGREED:**

NOMURA CORPORATE FUNDING AMERICAS, LLC

Name of Institution

By: /s/ Sean P. Kelly

Name: Sean P. Kelly

Title: Managing Director

**SO AGREED:**

UNICREDIT BANK A.G.

\_\_\_\_\_  
Name of Institution

By: /s/ Aleksander Borowicz

\_\_\_\_\_  
Name: Aleksander Borowicz

Title: Director

By: /s/ Michael A. Imperiale

\_\_\_\_\_  
Name: Michael A. Imperiale

Title: Director



**SO AGREED:**

Manufacturers and Traders Trust Company

Name of Institution

By: /s/ Ashley J. S. Thompson

Name: Ashley J. S. Thompson

Title: Vice President

**SO AGREED:**

Natixis, New York Branch

\_\_\_\_\_  
Name of Institution

By: /s/ Ronald Lee

\_\_\_\_\_  
Name: Ronald Lee

Title: Director

By: /s/ Rebecca Lo

\_\_\_\_\_  
Name: Rebecca Lo

Title: Analyst

**SO AGREED:**

The Governor & Company of the Bank of Ireland

Name of Institution

By: /s/ Cora Phelan

Name: Cora Phelan

Title: Senior Manager

The Governor & Company of the Bank of Ireland

Name of Institution

By: /s/ Keith Hughes

Name: Keith Hughes

Title: Director