

**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): **January 6, 2026**

**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 5 - Corporate Governance and Management**

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 6, 2026, American International Group, Inc. (the “Company”) announced that Chairman & CEO Peter Zaffino has notified the Company’s Board of Directors that he intends to transition to Executive Chair of the Company and retire as CEO by mid-year. The Company also announced that Eric Andersen will be joining the Company as President and CEO Elect, effective February 16, 2026. Mr. Andersen, age 60, currently serves as Senior Advisor to the Chief Executive Officer of Aon plc and previously served as President of Aon plc from 2020 to 2025. The Board expects that Mr. Andersen will succeed Mr. Zaffino as CEO and join the Board after June 1, 2026, following an orderly transition period. The Company entered into related agreements with each of Mr. Zaffino and Mr. Andersen as described below.

The Company and Mr. Zaffino entered into an amendment to his employment agreement which provides for annual target direct compensation for his service as Chairman & CEO of \$25,000,000, comprising of an annual base salary of \$1,500,000, a target short-term incentive opportunity of \$6,000,000 and a 2026 target long-term incentive opportunity of \$17,500,000 in the form of 75% performance stock units and 25% stock options. When Mr. Zaffino becomes Executive Chair his annual target direct compensation will be \$15,000,000, comprising of an annual base salary of \$1,500,000, a target short-term incentive opportunity of \$6,000,000 and a 2027 target long-term incentive opportunity of \$7,500,000 in the form of 50% performance stock units, 25% restricted stock units and 25% stock options. Mr. Zaffino will continue to be entitled to the same benefits that he currently receives as Chairman & CEO.

The amendment acknowledges that Mr. Zaffino has met the notice requirements applicable to his retirement under the employment agreement and clarifies that the agreement will no longer expire. Additionally, the amendment confirms that Mr. Zaffino’s transition from CEO to Executive Chair will not constitute “Good Reason” for a qualifying termination of employment. Lastly, the amendment confirms that Mr. Zaffino will be subject to a twelve-month non-competition covenant in addition to his other restrictive covenants following the end of his employment.

Mr. Andersen’s offer letter provides that he will serve as President and CEO Elect effective as of February 16, 2026, reporting to Mr. Zaffino. Mr. Andersen’s initial annual target direct compensation will be \$14,000,000, comprising of an annual base salary of \$1,250,000, a target short-term incentive opportunity of \$3,250,000 and a 2026 target long-term incentive opportunity of \$9,500,000 for the full year of 2026. Upon becoming CEO, Mr. Andersen’s target direct compensation will increase to \$18,000,000, comprising base salary of \$1,500,000, a target short-term incentive opportunity of \$4,000,000 and a 2027 target long-term incentive opportunity of \$12,500,000. Mr. Andersen will be entitled to benefits consistent with senior executives of the Company. Upon joining the Company, Mr. Andersen will receive a \$12,500,000 equity award in the form of restricted stock units which will vest 100% on the third anniversary of the grant date to partially offset the value of forfeited equity awards from his former employer.

Any bonus, equity or equity-based award or other incentive compensation granted to Mr. Zaffino and Mr. Andersen will be subject to the Company’s clawback policies.

The foregoing summary of the terms of Mr. Zaffino and Mr. Andersen’s employment arrangements does not purport to be complete and is qualified in its entirety by reference to the full text of Mr. Zaffino’s amendment and Mr. Andersen’s letter agreement, copies of which will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

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

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- (d) **Exhibits.**  
[99.1](#) [Press release of American International Group, Inc., dated January 6, 2026.](#)  
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 January 6, 2026.</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: January 6, 2026

By: /s/ Christina Banthin

Name: Christina Banthin

Title: Senior Vice President and Corporate Secretary



**Press Release**

www.aig.com

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## **Peter Zaffino to Transition to Executive Chair of AIG's Board of Directors by Mid-2026**

### *Eric Andersen to Join AIG as President and CEO-Elect*

**NEW YORK – January 6, 2026** – American International Group, Inc. (NYSE: AIG) today announced that Chairman & CEO Peter Zaffino has informed the AIG Board of Directors that he intends to transition to Executive Chair of AIG and retire as CEO by mid-year after successfully leading the company's transformation and strategic repositioning as a leading global property and casualty insurer.

In alignment with the company's comprehensive multi-year succession planning process, the Board conducted a search to identify a highly qualified leader to continue driving AIG's performance over the long term. Following that process, insurance industry veteran Eric Andersen will be joining as President and CEO-elect of AIG, effective February 16, 2026. Mr. Andersen will report to Mr. Zaffino and is expected to assume the role of CEO and join the Board of Directors after June 1, 2026, following an orderly transition period.

Mr. Zaffino said, "I am incredibly proud of our colleagues and the extraordinary progress we have delivered during my tenure to make AIG a top industry performer. With significant support from the AIG Board of Directors, we have returned AIG to vastly improved profitability, significantly strengthened our balance sheet, and built tremendous financial flexibility. These efforts have resulted in exceptional strategic, operational and financial performance, underpinned by our disciplined culture of underwriting excellence. From this position of strength, I am confident that now is the appropriate time to begin to transition leadership of the company. We could not have chosen a better person than Eric Andersen to steward the company's next chapter. Eric is an incredibly accomplished and widely respected insurance executive, and we have worked together closely during my tenure at AIG. Eric's deep understanding of our company and our industry ideally positions him to become AIG's next CEO as the company continues to drive long-term profitable growth and value for all our stakeholders. I look forward to welcoming Eric to AIG and continuing to work with the Board of Directors."

Since becoming CEO in March 2021, Mr. Zaffino has led AIG through a remarkable turnaround against the backdrop of significant macro socio-economic headwinds. Through disciplined underwriting, AIG reversed years of substantial underwriting losses and delivered five consecutive years of underwriting profitability from 2021 to 2025, returning the company to market leadership and significantly improved financial strength. Under Mr. Zaffino's leadership, AIG has built a strong culture of underwriting



excellence, divested non-core businesses, invested in future-focused enterprise initiatives and modernized its end-to-end operations and technology infrastructure, including the strategic implementation of GenAI to provide better insight and enable growth. The company has delivered strong performance, returning more than \$19 billion in stock repurchases and dividends to shareholders during the past three years while solidifying AIG's capital base for sustainable, profitable growth.

John Rice, Lead Independent Director, said, "On behalf of the Board of Directors, I want to express our deepest gratitude to Peter for his extraordinary leadership and unwavering commitment to AIG. Peter's vision, tireless dedication and laser-focused execution have fundamentally reshaped AIG, restoring its reputation as a global leader and delivering outstanding value for clients, colleagues, and shareholders. As we onboard Eric, we are grateful to benefit from Peter's continued leadership as CEO, and then as Executive Chair, where he will continue to drive AIG's future-focused digital and data initiatives and strategic relationships."

Mr. Andersen joins AIG from Aon, where he most recently was a member of the Aon Executive Committee and served as a strategic advisor to the company's President and CEO. Over nearly three decades with Aon, he held senior leadership roles including President of Aon, Chief Executive Officer of Aon Benfield, the world's leading reinsurance intermediary, and CEO of Aon Risk Solutions Americas, with prior leadership positions spanning global account management and financial services. During his time as President of Aon from 2020 through 2025, Mr. Andersen led global programs that achieved gains in operational efficiency, improved performance for clients and the firm, increased shareholder returns and grew market value from \$35 billion to \$85 billion.

On the Board's selection of Mr. Andersen as AIG's next CEO, Mr. Rice added: "Eric Andersen is a deeply experienced and widely respected leader, known across the insurance industry for his integrity, strategic vision, and proven ability to drive shareholder value. During his time at Aon, Eric reshaped the company's business portfolio, implemented a new data and analytics strategy, and delivered strong operational improvements. The Board is confident that he is the right executive to be the next CEO of AIG."

Mr. Andersen, commenting on his appointment, said, "I am honored by the trust the Board has placed in me and energized by the opportunity to serve as AIG's President and CEO-elect. AIG is an iconic company with a strong foundation and strategically well positioned for the future. I look forward to partnering with Peter, the Board, and AIG's talented colleagues around the world to build on the momentum that has been established and to deliver for our clients, partners, and shareholders."

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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 more than 200 countries and jurisdictions



protect their assets and manage risks through AIG operations, licenses and authorizations as well as 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.