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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 17, 2015**

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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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On July 17, 2015, American International Group, Inc. (the “Company”) issued a press release announcing the final results as of the expiration date of its previously announced maximum cash tender offer for certain debt securities. The Company has accepted for purchase certain securities validly tendered (the “Accepted Securities”) for an aggregate principal amount of approximately \$3.3 billion (U.S. Dollar equivalent), as set forth in the press release.

Payment for the Accepted Securities is expected to be made on or about July 20, 2015.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

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

**(d) Exhibits.**

Exhibit 99.1 Press release dated July 17, 2015

**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 17, 2015

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>
Exhibit 99.1	Press release dated July 17, 2015



Press Release  
AIG  
175 Water Street  
New York, NY 10038  
www.aig.com

Contacts:  
Liz Werner (Investors): 212-770-7074; elizabeth.werner@aig.com  
Jennifer Hendricks Sullivan (Media): 212-770-3141; jennifer.sullivan@aig.com

### **AIG ANNOUNCES FINAL RESULTS OF ITS MAXIMUM CASH TENDER OFFER**

NEW YORK, July 17, 2015 – American International Group, Inc. (NYSE: AIG) today announced the final results as of 11:59 p.m., New York City time, on July 16, 2015, the expiration date, of its previously announced maximum cash tender offer for up to \$3.3 billion (U.S. Dollar equivalent) aggregate principal amount of the notes and debentures issued or guaranteed by AIG listed in the table below, pursuant to its offer to purchase dated June 18, 2015. The complete terms of the tender offer are set forth in the offer to purchase and the related letter of transmittal.

AIG has accepted all notes and debentures validly tendered and not withdrawn.

As of the expiration date, the principal amount of notes and debentures of each series validly tendered and accepted by AIG, the acceptance priority level and the “Total Consideration” per \$1,000, £1,000 or €1,000 principal amount are as set forth in the table below. The Total Consideration includes an early participation amount of \$50, £50 or €50 per \$1,000, £1,000 or €1,000 principal amount, as applicable, to be paid to holders who validly tendered and did not validly withdraw their notes and debentures at or prior to 5:00 p.m., New York City time, on July 1, 2015 and whose securities have been accepted for purchase by AIG. Holders who validly tendered their notes or debentures after 5:00 p.m., New York City time, on July 1, 2015, and on or prior to the expiration date and whose securities have been accepted for purchase will receive only the applicable “Tender Offer Consideration,” which is equal to the Total Consideration less the early participation amount.

The payment date is expected to be on or about July 20, 2015. Holders whose notes and debentures are accepted in this tender offer will also receive a cash payment representing accrued interest from the most recent interest payment date to but excluding the payment date.



<u>Title of Security</u>	<u>Issuer</u>	<u>Security Identifier</u>	<u>Principal Amount Outstanding (millions)</u>	<u>Acceptance Priority Levels</u>	<u>Principal Amount Tendered and Accepted (millions)</u>	<u>Principal Amount Tendered and Accepted (U.S. Dollar equivalent) (millions)</u>	<u>Total Consideration(1)</u>
5.850% Medium-Term Notes, Series G, due January 16, 2018	AIG	<u>CUSIP</u> : 02687QDG0 <u>ISIN</u> : US02687QDG01	\$2,411.0	1	\$1,303.7	\$1,303.7	\$1,104.56
6.400% Notes Due 2020	AIG	<u>CUSIP</u> : 026874BW6 <u>ISIN</u> : US026874BW66	\$1,250.9	2	\$542.9	\$542.9	\$1,188.52
3.375% Notes due 2020	AIG	<u>CUSIP</u> : 026874CX3 <u>ISIN</u> : US026874CX31	\$1,000.0	3	\$361.6	\$361.6	\$1,037.39
8.000% Series A-7 Junior Subordinated Debentures†	AIG	<u>ISIN</u> : XS0365324838 (144A) XS0365323608 (Reg. S)	€13.5	4	€0.6	\$0.7	€1,153.21
8.625% Series A-8 Junior Subordinated Debentures†	AIG	<u>ISIN</u> : XS0365317113 (144A) XS0365314284 (Reg. S)	£5.6	5	£0.0	\$0.0	£1,148.10
5.60% Medium-Term Notes, Series G, due October 18, 2016	AIG	<u>CUSIP</u> : 02687QBC1 <u>ISIN</u> : US02687QBC15	\$645.6	6	\$337.7	\$337.7	\$1,056.31
4.375 per cent. Notes due 26 April 2016†	AIG	<u>ISIN</u> : XS0252366702	€750.0	7	€120.3	\$133.1	€1,032.40
5.75% Series A-2 Junior Subordinated Debentures	AIG	<u>CUSIP</u> : 026874BF3 <u>ISIN</u> : XS0291641420	£161.7	8	£73.5	\$114.9	£1,048.22
4.875% Series A-3 Junior Subordinated Debentures	AIG	<u>CUSIP</u> : 026874BG1 <u>ISIN</u> : XS0291642154	€306.2	9	€143.6	\$158.9	€1,042.79
6.765% Sterling Notes Due November 15, 2017†	AIG	<u>ISIN</u> : XS0827565663 XS0702072900 (144A) XS0702072819 (Reg. S)	£281.4	10	£181.2	\$283.2	£1,118.85
6.797% Euro Notes Due November 15, 2017†	AIG	<u>ISIN</u> : XS0827566711 XS0702072140 (144A) XS0702071928 (Reg. S)	€61.8	11	€20.6	\$22.8	€1,141.16



<u>Title of Security</u>	<u>Issuer</u>	<u>Security Identifier</u>	<u>Principal Amount Outstanding (millions)</u>	<u>Acceptance Priority Levels</u>	<u>Principal Amount Tendered and Accepted (millions)</u>	<u>Principal Amount Tendered and Accepted (U.S. Dollar equivalent) (millions)</u>	<u>Total Consideration<sup>(1)</sup></u>
8 1/2% Junior Subordinated Debentures due 2030	AIG Life Holdings, Inc.*	<u>CUSIP</u> : 00138GAA7 <u>ISIN</u> : US00138GAA76	\$116.4	12	\$0.0	\$0.0	\$1,341.95
7.57% Junior Subordinated Deferrable Interest Debentures, Series A	AIG Life Holdings, Inc.*	<u>CUSIP</u> : 00138GAB5 <u>ISIN</u> : US00138GAB59	\$78.9	13	\$0.0	\$0.0	\$1,242.02
8 1/8% Junior Subordinated Deferrable Interest Debentures, Series B	AIG Life Holdings, Inc.*	<u>CUSIP</u> : 00138GAC3 <u>ISIN</u> : US00138GAC33	\$227.3	14	\$0.0	\$0.0	\$1,321.47

\* Guaranteed by AIG.

† Listed on the Official List of the Irish Stock Exchange and traded on its regulated market.

(1) Assuming payment is made on July 20, 2015. Per \$1,000, £1,000 or €1,000 principal amount of notes or debentures. The Total Consideration includes an early participation amount of \$50, £50 or €50 per \$1,000, £1,000 or €1,000 principal amount, as applicable, to be paid to holders who validly tendered and did not validly withdraw their notes and debentures at or prior to 5:00 p.m., New York City time, on July 1, 2015 and whose securities have been accepted for purchase by AIG. Holders whose notes or debentures are accepted in this tender offer will also receive a cash payment representing accrued interest from the most recent interest payment date to but excluding the payment date.



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This press release is qualified in its entirety by the offer to purchase and related letter of transmittal.

AIG retained Barclays Bank PLC, Barclays Capital Inc., Credit Suisse Securities (Europe) Limited and Credit Suisse Securities (USA) LLC as the Joint Lead Dealer Managers. Global Bondholder Services Corporation was the Information Agent and the Depository. For additional information regarding the expiration of the tender offer or the expected payment date, please contact: Barclays Bank PLC at +44 (0) 207 773 8990 (international); Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect); Credit Suisse Securities (Europe) Limited at +44 (0) 207 888 5564; Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll-free) or (212) 538-2147 (collect); or Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only), (866) 924-2200 (for all others toll-free) or +001 (212) 430-3774 (international), or by email at [aig@gbsc-usa.com](mailto:aig@gbsc-usa.com).

Certain statements in this press release, including those describing the completion of the tender offer, 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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American International Group, Inc. (AIG) is a leading global insurance organization serving customers in more than 100 countries and jurisdictions. AIG companies serve commercial, institutional, and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG common stock is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

Additional information about AIG can be found at [www.aig.com](http://www.aig.com) | YouTube: [www.youtube.com/aig](http://www.youtube.com/aig) | Twitter: @AIGinsurance | LinkedIn: <http://www.linkedin.com/company/aig>.

AIG is the marketing name for the worldwide property-casualty, life and retirement, and general insurance operations of American International Group, Inc. For additional information, please visit our website at [www.aig.com](http://www.aig.com). 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 coverage is subject to 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.