

AMERICAN INTERNATIONAL GROUP INC
Form 8-K
May 10, 2012

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): May 10, 2012

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.)

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180 Maiden Lane

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.)

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))

Section 8 Other Events

Item 8.01. Other Events.

On May 10, 2012, the United States Department of the Treasury (Treasury), as the selling shareholder, closed the sale of 188,524,589 shares of common stock, par value \$2.50 per share (AIG Common Stock), of American International Group, Inc. (AIG), at an initial public offering price of \$30.50 per share (the Offering). This number of shares sold in the Offering included 24,590,163 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares of AIG Common Stock to cover over-allotments. AIG purchased 65,573,770 shares of AIG Common Stock in the Offering at the initial public offering price for an aggregate purchase amount of approximately \$2.0 billion.

In connection with the Offering, AIG entered into an Underwriting Agreement, dated May 6, 2012 (the Underwriting Agreement), among AIG, Treasury and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Macquarie Capital (USA) Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K. The exhibits are incorporated by reference into the Registration Statement (No. 333-160645) related to the Offering.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated May 6, 2012, among AIG, Treasury and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Macquarie Capital (USA) Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
- 5.1 Validity Opinion of Kathleen E. Shannon, Esq.
- 8.1 Tax Opinion of Sullivan & Cromwell LLP.

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: May 10, 2012

By: /s/ KATHLEEN E. SHANNON
Name: **Kathleen E. Shannon**
Title: **Senior Vice President and
Deputy General Counsel**

EXHIBIT INDEX

Exhibit

No.	Description
1.1	Underwriting Agreement, dated May 6, 2012, among AIG, Treasury and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Macquarie Capital (USA) Inc., Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
5.1	Validity Opinion of Kathleen E. Shannon, Esq.
8.1	Tax Opinion of Sullivan & Cromwell LLP.