

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
May 12, 2011

**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 11, 2011**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| <b>Delaware</b>                                | <b>1-8787</b>            | <b>13-2592361</b>                 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**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))
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**Section 5 Corporate Governance and Management****Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 11, 2011, American International Group, Inc. (AIG) filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation. A copy of the Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 11, 2011, AIG held its Annual Meeting of Shareholders at which the shareholders voted upon (i) the election of fourteen nominees as directors by the holders of AIG's common stock, par value \$2.50 per share (AIG Common Stock), for a one-year term; (ii) a non-binding shareholder resolution to approve executive compensation; (iii) a proposal to amend AIG's Amended and Restated Certificate of Incorporation to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes; (iv) a proposal to ratify the American International Group, Inc. Tax Asset Protection Plan; (v) the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2011; and (vi) a shareholder proposal relating to restricting hedging transactions.

The shareholders elected all fourteen director nominees, approved the non-binding shareholder resolution to approve executive compensation, approved the proposal to amend AIG's Amended and Restated Certificate of Incorporation to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes, ratified the American International Group, Inc. Tax Asset Protection Plan, and approved the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2011. The shareholder proposal did not receive the approval of a majority of the outstanding shares of AIG Common Stock, and, as a result, was not approved. The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

|                       | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-----------------------|---------------|----------------|----------------|-----------------------------|
| Robert H. Benmosche   | 1,718,252,585 | 424,080        | 139,064        | 33,614,893                  |
| W. Don Cornwell       | 1,717,907,474 | 752,904        | 155,351        | 33,614,893                  |
| John H. Fitzpatrick   | 1,718,211,456 | 455,097        | 149,176        | 33,614,893                  |
| Laurette T. Koellner  | 1,717,852,435 | 817,984        | 145,310        | 33,614,893                  |
| Donald H. Layton      | 1,718,210,584 | 445,712        | 159,433        | 33,614,893                  |
| Christopher S. Lynch  | 1,718,226,118 | 437,533        | 152,078        | 33,614,893                  |
| Arthur C. Martinez    | 1,714,531,590 | 4,108,058      | 176,081        | 33,614,893                  |
| George L. Miles, Jr.  | 1,713,916,883 | 4,727,582      | 171,264        | 33,614,893                  |
| Henry S. Miller       | 1,717,936,731 | 721,807        | 157,191        | 33,614,893                  |
| Robert S. Miller      | 1,717,813,746 | 848,726        | 153,257        | 33,614,893                  |
| Suzanne Nora Johnson  | 1,717,834,921 | 836,982        | 143,826        | 33,614,893                  |
| Morris W. Offit       | 1,716,791,911 | 1,865,815      | 158,003        | 33,614,893                  |
| Ronald A. Rittenmeyer | 1,718,197,512 | 467,345        | 150,872        | 33,614,893                  |
| Douglas M. Steenland  | 1,717,940,715 | 717,649        | 157,365        | 33,614,893                  |

|  | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|---------------|----------------|----------------|-----------------------------|
| Non-binding shareholder resolution to approve executive compensation   | 1,675,331,447 | 38,498,380     | 4,985,902      | 33,614,893                  |
| Proposal to amend AIG's Amended and Restated Certificate of Incorporation to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes | 1,746,898,218 | 4,834,159      | 698,245        |                             |
| Proposal to ratify the American International Group, Inc. Tax Asset Protection Plan  | 1,713,136,265 | 5,378,733      | 300,731        | 33,614,893                  |
| Ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2011  | 1,725,969,173 | 20,849,894     | 5,611,555      |                             |
| Shareholder proposal relating to restricting hedging transactions  | 218,118,892   | 1,484,886,740  | 15,810,097     | 33,614,893                  |

**Section 9 Financial Statements and Exhibits**

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

**(d) Exhibits.**

3.1 Amended and Restated Certificate of Incorporation of American International Group, Inc.

**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 11, 2011

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Deputy  
General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Amended and Restated Certificate of Incorporation of American International Group, Inc. |