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AMERICAN INTERNATIONAL GROUP INC

Form 8-K

May 11, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 11, 2001

AMERICAN INTERNATIONAL GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-8787
(Commission File Number)

13-2592361
(IRS Employer
Identification No.)

70 Pine Street
New York, New York 10270
(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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Item 5. Other events.

On May 11, 2001, American International Group, Inc. ("AIG") and American General Corporation ("American General") announced (i) that they have entered into an Agreement and Plan of Merger, dated as of May 11, 2001, pursuant to which AIG, through a subsidiary, will acquire 100 percent of the common shares, par value \$.50 per share, of American General and (ii) that the Agreement and Plan of Merger, dated as of March 11, 2001 (the "Prudential Merger Agreement"), previously entered into by American General, Prudential plc ("Prudential") and certain subsidiaries of Prudential, has been terminated pursuant to the terms of the Prudential Merger Agreement and the terms of the Tri-Party Agreement, dated as of May 11, 2001, among American General, AIG, Prudential and the Prudential subsidiaries party to the Prudential Merger Agreement.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99.1 Joint Press Release of American International Group, Inc. and American

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General Corporation, dated May 11, 2001.

99.2 Agreement and Plan of Merger, dated as of May 11, 2001, among American International Group, Inc., Washington Acquisition Corporation and American General Corporation.

99.3 Tri-Party Agreement, dated as of May 11, 2001, among Prudential plc, Holborne Delaware Partnership, Ascend Merger Corp., American General Corporation and American International Group, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.
(Registrant)

Date: May 11, 2001

By /s/ KATHLEEN E. SHANNON

Name: Kathleen E. Shannon

Title: Vice President and Secretary

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EXHIBIT INDEX

Exhibit No. -----	Description -----	Location -----
99.1	Joint Press Release of American International Group, Inc. and American General Corporation, dated May 11, 2001.	Filed herewith.
99.2	Agreement and Plan of Merger, dated as of May 11, 2001, among American International Group, Inc., Washington Acquisition Corporation and American General Corporation.	Incorporated by Exhibit No.2.02 Corporation's Cu Form 8-K, filed (File No. 1-7981
99.3	Tri-Party Agreement, dated as of May 11, 2001, among Prudential plc, Holborne Delaware Partnership, Ascend Merger Corp., American General Corporation and American International Group, Inc.	Incorporated by Exhibit No.2.01 Corporation's Cu Form 8-K, filed (File No. 1-7981