

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

June 29, 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): June 29, 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 8 Other Events**

**Item 8.01. Other Events.**

On June 29, 2012 American International Group, Inc. ( AIG ) closed the sale of \$750,000,000 of AIG s 4.875% Notes due 2022 (the Notes ).

The following documents relating to the sale of the Notes are filed as exhibits to this Current Report on Form 8-K:

Underwriting Agreement, dated June 26, 2012, between AIG and Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named therein;

Form of the Notes; and

Opinion of Sullivan & Cromwell LLP, dated June 29, 2012, as to the validity of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated June 26, 2012, between AIG and Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named therein.
- 4.1 Form of the Notes.
- 5.1 Opinion of Sullivan & Cromwell LLP, dated June 29, 2012, as to the validity of the Notes.

**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: June 29, 2012

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

**EXHIBIT INDEX**

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