

AMERICAN INTERNATIONAL GROUP INC  
Form 8-A12B  
March 13, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**American International Group, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>13-2592361</b>
<b>(State of incorporation or organization)</b>	<b>(I.R.S. Employer Identification No.)</b>

<b>175 Water Street, New York, New York</b>	<b>10038</b>
<b>(Address of principal executive offices)</b>	<b>(Zip Code)</b>

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares Each Representing a 1/1,000<sup>th</sup> Interest in a Share of Series A 5.85% Non-Cumulative Perpetual Preferred Stock</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐ "

**Securities Act registration statement file number to which this form relates: 333-223282.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the general terms and provisions of the Series A 5.85% Non-Cumulative Perpetual Preferred Stock, with a stated amount of \$25,000 per share (the "Series A Preferred Stock"), of American International Group, Inc. (the "Registrant") as well as the description of the Registrant's depositary shares (the "Depositary Shares"), each representing a 1/1,000<sup>th</sup> interest in a share of the Series A Preferred Stock to be registered hereunder, is incorporated herein by reference to the descriptions included under the captions "Description of the Series A Preferred Stock" and "Description of the Depositary Shares," respectively, in the Prospectus Supplement, dated as of March 7, 2019, as filed with the Securities and Exchange Commission (the "Commission") on March 11, 2019, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus, dated as of February 28, 2018, included in the Registration Statement on Form S-3 (No. 333-223282) of the Registrant, as filed with the Commission on February 28, 2018. Such sections are incorporated herein by reference.

If any additional securities registered hereby are issued, a prospectus supplement relating to such securities will be filed with the Commission and will be incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit No.	Description
<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed June 28, 2017)</u>
<u>3.2</u>	<u>Certificate of Designations of the Registrant with respect to the Series A Preferred</u>

Stock, dated  
March 8,  
2019, filed  
with the  
Secretary of  
State of the  
State of  
Delaware and  
effective  
March 11,  
2019  
By-laws of  
the Registrant  
(as amended  
on November  
16, 2015)  
(incorporated  
herein by  
reference to  
Exhibit 3.1 of  
the Current  
Report on  
Form 8-K,  
filed  
November 16,  
2015)  
Form of  
Deposit  
Agreement,  
by and among  
the  
Registrant,  
Equiniti Trust  
Company, as  
4.1 depository,  
and the  
holders from  
time to time  
of the  
depository  
receipts  
described  
therein  
4.2 Form of  
depository  
receipt  
representing  
the  
Depository  
Shares  
(included as

Exhibit A to  
Exhibit 4.1)  
Filed as  
Exhibit 3.2

4.3

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**

(Registrant)

Date: March 13, 2019 By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary