

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)

Delaware **13-2592361**
(State of incorporation or organization) **(I.R.S. Employer Identification No.)**

175 Water Street, New York, New York **10038**
(Address of principal executive offices) **(Zip Code)**

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

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

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.

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 depository shares (the "Depository Shares"), each representing a 1/1,000th 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 Depository 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
3.3 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