

AMERICAN FINANCIAL GROUP INC
Form SC 13D/A
October 09, 2018

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Amendment No. 8

American Financial Group, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

025932 10 4
(CUSIP Number)

Karl J. Grafe, Esq.
301 East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2540
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 30, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box []

CUSIP No. 025932 10 4

NAME OF REPORTING
PERSONS

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Carl H. Lindner III

2 CHECK THE
APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP* (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

U.S. Citizen

7 SOLE
VOTING
POWER

8 NUMBER
OF SHARES
BENEFICIALLY
OWNED
BY
EACH REPORTING
PERSON
WITH

3,385,631
SHARED
VOTING
POWER

9 BY
EACH REPORTING
PERSON
WITH

2,324,600
SOLE
DISPOSITIVE
POWER

10

4,294,111
SHARED
DISPOSITIVE
POWER

2,324,600

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,618,711 – See Item 5
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
12 (11) EXCLUDES
CERTAIN SHARES*

PERCENT OF CLASS
13 REPRESENTED BY AMOUNT IN
ROW (11)

7.41%
14 TYPE OF REPORTING PERSON*
IN

This Amendment No. 8 (this "Amendment") amends and supplements the Schedule 13D filed on May 11, 2004, as amended by Amendment No. 1 filed on September 18, 2006, Amendment No. 2 filed on August 4, 2008, Amendment No. 3 filed on August 7, 2009, Amendment No. 4 filed on April 13, 2010, Amendment No. 5 filed on October 27, 2011 and Amendment No. 6 filed on April 16, 2014, Amendment No. 7 filed on June 13, 2017 (as so amended, the "Original Schedule 13D"), relating to the Common Stock, no par value per share ("Common Stock") issued by American Financial Group, Inc. ("AFG" or the "Company"). Capitalized terms used and not defined in this Amendment No. 8 have the meanings set forth in the Original Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Original 13D is amended and restated as follows:

The Reporting Person is the Co-Chief Executive Officer and Co-President of AFG and also serves on the Board of Directors. In these capacities, Mr. Lindner has responsibility for AFG's management and strategic direction. Additionally, in his capacity as a shareholder of the Company, Mr. Lindner reviews his investment in the Company on a continuous basis. Mr. Lindner may from time to time acquire additional shares of Common Stock of the Company or dispose of a portion of the shares of Common Stock that he beneficially owns. Any transactions that Mr. Lindner may pursue may be made at any time and from time to time without prior notice and will depend upon a variety of factors, including, without limitation, other investment and business opportunities available to Mr. Lindner, tax and estate planning considerations and other factors.

Other than as described above in this Item 4, Mr. Lindner has no present plan or proposal relating to or that would result in any of the transactions or changes listed in Items 4(a) through 4(j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(b) of the Original 13D are amended and restated as follows:

As of June 7, 2017, the Reporting Person beneficially owned 6,618,711 shares (or approximately 7.41% of the outstanding shares) of Common Stock, which amount includes 2,714,744 shares held in a trust for which he holds voting and dispositive power; 393,162 shares held by a trust over which his spouse has voting and dispositive power; 908,480 shares held in a limited liability company over which shares he holds dispositive power; 2,324,600 shares owned by a limited liability company; 107,725 shares held in a charitable foundation over which he shares voting and dispositive power with his spouse; and 170,000 shares issuable upon exercise of options within 60 days of the date of filing.

Item 5(c) of the Original 13D is amended by adding the following:

Within the 60-day period preceding the date of filing of this Amendment, the Reporting Person had engaged in the following transactions.

| Date | Transaction | Number of Shares | Price |
|-----------|---------------------------------|--------------------------|------------|
| 8/1/2018 | Gift | 3,344 | n/a |
| 8/8/2018 | Sale | (9,889) ⁽¹⁾ | \$111.9227 |
| 8/8/2018 | Sale | (8,896) ⁽¹⁾ | \$111.9317 |
| 8/9/2018 | Sale | (23,701) ⁽¹⁾ | \$111.7699 |
| 8/9/2018 | Sale | (25,142) ⁽¹⁾ | \$111.7628 |
| 8/10/2018 | Sale | (12,924) | \$111.00 |
| 8/15/2018 | Sale | (59,286) ⁽¹⁾ | \$111.5778 |
| 8/15/2018 | Sale | (60,162) ⁽¹⁾ | \$111.5726 |
| 9/7/2018 | Net distribution ⁽²⁾ | (243,760) | n/a |
| 9/19/2018 | Sale | (181,000) | \$113.49 |

(1) Weighted average price.

(2) Distribution from limited liability company over which the Reporting Person holds dispositive power. Total distribution was 340,020 shares, of which 96,020 were received by the Reporting Person.

Represents a contribution of 181,000 shares to an exchange fund in exchange for shares of the exchange fund. The

(3) Common Stock was valued at \$113.49 per share for the purpose of determining the number of shares of the exchange fund issuable to the Reporting Person

After reasonable inquiry and to the best knowledge and belief of the undersigned, it is hereby certified that the information set forth in this statement is true, complete and correct.

/s/ Karl J. Grafe

Dated: October 9, 2018 Karl J. Grafe, as Attorney-in-Fact for
Carl H. Lindner III