

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

November 13, 2018

**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): **November 13, 2018**

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.)

175 Water Street

New York, New York 10038

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 770-7000**

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Section 8 — Other Events

Item 8.01. Other Events.

On November 13, 2018, American International Group, Inc. (“AIG”) announced that Validus Holdings, Ltd. (“Validus Holdings”), an AIG company, will redeem all of Validus Holdings’ outstanding (i) Junior Subordinated Deferrable Interest Debentures due June 15, 2036 (the “Holdings 2036 Junior Notes”) and (ii) Junior Subordinated Deferrable Interest Debentures due June 15, 2037 (CUSIP No. 91915WAA0) (the “Holdings 2037 Junior Notes” and, together with the Holdings 2036 Junior Notes, the “Holdings Junior Notes”) on December 17, 2018 (the “Redemption Date”). On the Redemption Date, Validus Holdings will pay to the registered holders of the Holdings Junior Notes a redemption price equal to 100% of the principal amount of each Holdings Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date.

In addition, on November 13, 2018, AIG announced that Validus Reinsurance, Ltd. (“Validus Reinsurance”), an AIG company, will redeem all of Validus Reinsurance’s outstanding (i) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP No. 33848GAA9) (the “Reinsurance 2036 Dollar Junior Notes”), (ii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2036 (CUSIP No. 33848GAB7) (the “Reinsurance 2036 Euro Junior Notes”) and (iii) Floating Rate Deferrable Interest Subordinated Notes due September 15, 2037 (CUSIP No. 33848GAC5) (the “Reinsurance 2037 Junior Notes” and, together with the Reinsurance 2036 Dollar Junior Notes and the Reinsurance 2036 Euro Junior Notes, the “Reinsurance Junior Notes” and, together with the Holdings Junior Notes, the “Junior Notes”) on the Redemption Date. On the Redemption Date, Validus Reinsurance will pay to the registered holders of the Reinsurance Junior Notes a redemption price equal to 100% of the principal amount of each Reinsurance Junior Note outstanding, plus accrued and unpaid interest thereon, up to, but excluding, the Redemption Date.

The information contained in this Current Report on Form 8-K does not constitute a notice of redemption of the Junior Notes. Holders of the Junior Notes should refer to the applicable notice of redemption delivered to the registered holders of such Junior Notes.

Copies of the press releases regarding the redemption of the Holdings Junior Notes and the Reinsurance Junior Notes are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of American International Group, Inc. dated November 13, 2018.

99.2 Press release of American International Group, Inc. dated November 13, 2018.

EXHIBIT INDEX

Exhibit No. Description

<u>99.1</u>	<u>Press release of American International Group, Inc. dated November 13, 2018.</u>
<u>99.2</u>	<u>Press release of American International Group, Inc. dated November 13, 2018.</u>

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: November 13, 2018 By: /s/ James J. Killerlane III
Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary