

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
May 22, 2008

**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): **May 22, 2008**

**AMERICAN INTERNATIONAL GROUP, INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

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(State or other jurisdiction  
of incorporation)

**1-8787**

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(Commission File Number)

**13-2592361**

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(IRS Employer  
Identification No.)

**70 Pine Street  
New York, New York 10270**

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(Address of principal executive offices)

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

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(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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events**

**Item 8.01. Other Events.**

On May 22, 2008, American International Group, Inc. ( AIG ) closed the sale of 750,000,000 of AIG s 8.000% Series A-7 Junior Subordinated Debentures (the Series A-7 Junior Subordinated Debentures ) and £900,000,000 of AIG s 8.625% Series A-8 Junior Subordinated Debentures (the Series A-8 Junior Subordinated Debentures ), each offered pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended.

In connection with the closing of the transactions described above, AIG entered into replacement capital covenants (the RCCs ), whereby AIG agrees for the benefit of the holders of its 6.25% Notes due 2036 (CUSIP No. 026874AZ0), that neither it nor any of its subsidiaries will repay, redeem or purchase the Series A-7 Junior Subordinated Debentures or the Series A-8 Junior Subordinated Debentures, as applicable, at any time prior to May 22, 2048, unless it has received qualifying proceeds from the sale of certain replacement capital securities as set forth in the relevant RCC. Copies of the RCCs are attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Replacement Capital Covenant, dated May 22, 2008, related to the Series A-7 Junior Subordinated Debentures.

99.2 Replacement Capital Covenant, dated May 22, 2008, related to the Series A-8 Junior Subordinated Debentures.

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**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: May 22, 2008

By: /s/ Kathleen E. Shannon

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Name: Kathleen E. Shannon  
Title: Senior Vice President and Secretary

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**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Replacement Capital Covenant, dated May 22, 2008, related to the Series A-7 Junior Subordinated Debentures.
99.2	Replacement Capital Covenant, dated May 22, 2008, related to the Series A-8 Junior Subordinated Debentures.