

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
October 08, 2010

**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): October 7, 2010**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8787**

**13-2592361**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

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

(Address of principal executive offices)

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

(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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**Item 1.01. Entry into a Material Definitive Agreement**

On October 7, 2010, American International Group, Inc. (AIG) entered into an Amendment No. 2 (the Amendment No. 2 ) to the Series C Perpetual, Convertible, Participating, Preferred Stock Purchase Agreement, dated as of March 1, 2009, with the AIG Credit Facility Trust (the Trust ) and the Trust executed a Written Consent, in each case, in order to permit AIG to conduct one or more public or private exchange offers for its outstanding Equity Units.

The Amendment No. 2 and Written Consent are filed as exhibits 10.1 and 10.2 to this Current Report on Form 8-K and are incorporated into this Item 1.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Amendment No. 2, dated October 7, 2010, to the Series C Perpetual, Convertible, Participating, Preferred Stock Purchase Agreement
  - 10.2 Written Consent of AIG Credit Facility Trust, dated October 7, 2010
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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: October 8, 2010

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Deputy  
General Counsel

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EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Amendment No. 2, dated October 7, 2010 to the Series C Perpetual, Convertible, Participating, Preferred Stock Purchase Agreement |
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