

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

January 15, 2019

**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): **January 15, 2019**

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.)

**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 5 — Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Thomas Firouz Motamed to the Board of Directors

On January 15, 2019, the Board of Directors of American International Group, Inc. (“AIG”) elected Thomas Firouz Motamed as a Director of AIG. Mr. Motamed was appointed as a member of the Risk and Capital Committee and the Compensation and Management Resources Committee of the Board of Directors at the time of his election. AIG’s press release announcing Mr. Motamed’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Mr. Motamed was granted a pro-rated annual award of deferred stock units upon his election, consistent with the compensation of AIG’s independent directors, as described under “Corporate Governance — Compensation of Directors” in AIG’s 2018 Proxy Statement.

There are no arrangements or understandings between Mr. Motamed and any other persons pursuant to which he was selected as a Director. Mr. Motamed has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	<u>Press release of American International Group, Inc. dated January 15, 2019.</u>
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EXHIBIT INDEX

Exhibit No. Description

<u>99.1</u>	<u>Press release of American International Group, Inc. dated January 15, 2019.</u>
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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: January 15, 2019 By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary