

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

May 13, 2013

**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 10, 2013

**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)

**180 Maiden Lane**

**New York, New York 10038**

**13-2592361**  
(IRS Employer

Identification No.)

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(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 1 Registrant's Business and Operations**

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

On May 10, 2013, American International Group, Inc. (AIG), AIG Capital Corporation (Seller), a wholly-owned direct subsidiary of AIG and the sole shareholder of International Lease Finance Corporation (ILFC), and Jumbo Acquisition Limited (Purchaser) entered into an amendment (the Amendment) to the Share Purchase Agreement, dated as of December 9, 2012, by and among Seller, AIG and Purchaser (the Share Purchase Agreement) relating to the sale of up to 90.0% of ILFC's common stock by Seller to Purchaser (the Transaction). The Amendment extends by one month, to June 14, 2013, the date on which any of AIG, Seller or Purchaser may terminate the Share Purchase Agreement if the closing of the Transaction has not yet occurred. The Transaction is expected to close during the second quarter of 2013, subject to required regulatory approvals and customary closing conditions.

The description of the Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached to this Current Report on Form 8-K as Exhibit 2.1 and incorporated in its entirety into this Item 1.01 by reference. AIG previously filed the Share Purchase Agreement as Exhibit 2.1 to its Current Report on Form 8-K filed on December 10, 2012.

**Section 9 Financial Statements and Exhibits**

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

**(d) Exhibits.**

- 2.1 Amendment No. 1 to the Share Purchase Agreement, dated as of May 10, 2013, among American International Group, Inc., AIG Capital Corporation and Jumbo Acquisition Limited.

**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 13, 2013

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
2.1	Amendment No. 1 to the Share Purchase Agreement, dated as of May 10, 2013, among American International Group, Inc., AIG Capital Corporation and Jumbo Acquisition Limited.