

AMERICAN INTERNATIONAL GROUP INC  
Form 8-A12B/A  
January 08, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**American International Group, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**180 Maiden Lane, New York, New York**  
**(Address of principal executive offices)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**13-2592361**  
**(I.R.S. Employer Identification No.)**

**10038**  
**(Zip Code)**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Stock Purchase Rights</b>                       | <b>New York Stock Exchange</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. "

**Securities Act registration statement file number to which this form relates: N/A.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**Item 1. Description of Registrant's Securities to be Registered.**

This Form 8-A/A amends the Form 8-A filed on March 9, 2011 (the Original 8-A) by American International Group, Inc. (AIG) relating to stock purchase rights (the Rights) previously dividended to AIG's shareholders as part of AIG's Tax Asset Protection Plan, dated as of March 9, 2011 (the Plan), between AIG and Wells Fargo Bank, National Association, as Rights Agent (the Rights Agent). The Plan, the purpose of which is to help protect AIG's ability to recognize certain tax benefits in future periods from net operating losses and other tax attributes, was originally entered into on March 9, 2011, and was originally scheduled to expire at the close of business on March 9, 2014 (subject to other earlier termination events as described in the Plan). On January 8, 2014, AIG and the Rights Agent entered into Amendment No. 1 to the Plan, which extends the expiration date of the Plan to January 8, 2017 (subject to other earlier termination events as described in the Plan) and also makes minor technical changes to the Plan.

The Plan is described in and included as Exhibit 4.1 to AIG's Current Report on Form 8-K, dated March 9, 2011. The foregoing description of Amendment No. 1 to the Plan is qualified in its entirety by reference to the full text of Amendment No. 1 to the Plan, which is included as Exhibit 4.1 to AIG's Current Report on Form 8-K, dated January 8, 2014, and incorporated in its entirety into this Item 1 by reference.

**Item 2. Exhibits.**

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | Amendment No. 1 to Tax Asset Protection Plan, dated as of January 8, 2014, between American International Group, Inc. and Wells Fargo Bank, National Association, as Rights Agent (incorporated by reference to Exhibit 4.1 to AIG's Current Report on Form 8-K, dated January 8, 2014). |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**

(Registrant)

Date: January 8, 2014

By: /s/ Jeffrey A. Welikson

Name: Jeffrey A. Welikson

Title: Vice President, Corporate Secretary and Deputy  
General Counsel