

AMERICAN FINANCIAL GROUP INC
Form 8-K
September 18, 2014

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): September 16, 2014

AMERICAN FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction

of incorporation)

1-13653
(Commission

File Number)

31-1544320
(IRS Employer

Identification No.)

301 East Fourth Street, Cincinnati, OH
(Address of principal executive offices)

45202
(Zip Code)

Registrant's telephone number, including area code: (513) 579-2121

(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 September 16, 2014, American Financial Group, Inc. (the Registrant) entered into a Purchase Agreement (the Purchase Agreement) by and among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to the issuance and sale of \$150,000,000 of aggregate principal amount of the Registrant's 6¼% Subordinated Debentures due 2054 (the Debentures).

The Debentures are being offered and sold by the Registrant pursuant to a registration statement on Form S-3 (File No. 333-179867).

Section 9 Financial Statements and Exhibits

**Item 9.01 Financial Statements and Exhibits.
(d) Exhibits.**

- 1 Purchase Agreement dated as of September 16, 2014 among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters
- 5 Opinion of Keating Muething & Klekamp PLL
- 8 Tax Opinion of Keating Muething & Klekamp PLL
- 23.1 Consents of Keating Muething & Klekamp PLL (included in Exhibit 5 and Exhibit 8)
- 23.2 Consent of Ernst & Young LLP

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 thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

Date: September 18, 2014

By: /s/ Karl J. Grafe
Karl J. Grafe
Vice President