

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
May 13, 2015

**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 13, 2015**

**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)**  
**175 Water Street**

**13-2592361**  
**(IRS Employer**

**Identification No.)**

**New York, New York 10038**

**(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))

## Section 5 Corporate Governance and Management

### Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 13, 2015, American International Group, Inc. ( AIG ) held its Annual Meeting of Shareholders at which holders of AIG 's common stock, par value \$2.50 per share, voted upon (i) the election of thirteen nominees as directors until the next annual election and until their successors are duly elected and qualified; (ii) a non-binding advisory resolution to approve executive compensation; and (iii) the ratification of the selection of PricewaterhouseCoopers LLP as AIG 's independent registered public accounting firm for 2015.

The shareholders elected all thirteen director nominees presented, approved the non-binding advisory resolution to approve executive compensation and ratified the selection of PricewaterhouseCoopers LLP as AIG 's independent registered public accounting firm for 2015. The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

|                       | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------|----------------|----------------|-------------------------|
| W. Don Cornwell       | 1,026,956,132 | 6,016,817      | 1,715,259      | 85,495,781              |
| Peter R. Fisher       | 1,032,515,770 | 441,919        | 1,730,519      | 85,495,781              |
| John H. Fitzpatrick   | 1,032,588,019 | 396,907        | 1,703,282      | 85,495,781              |
| Peter D. Hancock      | 1,029,357,753 | 3,616,440      | 1,714,015      | 85,495,781              |
| William G. Jurgensen  | 1,032,482,772 | 472,795        | 1,732,641      | 85,495,781              |
| Christopher S. Lynch  | 1,028,723,752 | 4,239,442      | 1,725,014      | 85,495,781              |
| George L. Miles, Jr.  | 942,220,140   | 88,098,837     | 4,369,231      | 85,495,781              |
| Henry S. Miller       | 1,029,243,636 | 3,729,691      | 1,714,881      | 85,495,781              |
| Robert S. Miller      | 1,011,742,086 | 21,224,220     | 1,721,902      | 85,495,781              |
| Suzanne Nora Johnson  | 1,024,812,869 | 8,180,128      | 1,695,211      | 85,495,781              |
| Ronald A. Rittenmeyer | 1,032,255,796 | 721,111        | 1,711,301      | 85,495,781              |
| Douglas M. Steenland  | 1,032,301,129 | 663,774        | 1,723,305      | 85,495,781              |
| Theresa M. Stone      | 1,029,216,284 | 3,779,668      | 1,692,256      | 85,495,781              |

|  | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|---------------|----------------|----------------|-------------------------|
| Non-binding advisory resolution to approve executive compensation  | 1,014,778,266 | 15,781,921     | 4,128,021      | 85,495,781              |
| Ratification of the selection of PricewaterhouseCoopers LLP as AIG 's independent registered public accounting firm for 2015 | 1,105,029,478 | 13,371,558     | 1,782,953      | 0                       |

**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, 2015

By: /s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Associate General Counsel and Assistant Secretary