

Edgar Filing: AMERICAN FINANCIAL GROUP INC - Form FWP

AMERICAN FINANCIAL GROUP INC  
Form FWP  
August 21, 2012

Filed Pursuant to Rule 433

Dated August 21, 2012

Registration Statement No. 333-179867

Relating to Preliminary Prospectus Supplement

dated August 21, 2012 to

Prospectus dated March 2, 2012

**5<sup>3</sup>/<sub>4</sub> % Senior Notes due 2042**

<b>Issuer:</b>	American Financial Group, Inc.
<b>Ratings*:</b>	Baa2 (Pos) (Moody's) / BBB+ (Stable) (S&P)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Par Amount:</b>	\$25.00
<b>Size:</b>	\$125,000,000
<b>Trade Date:</b>	August 21, 2012
<b>Settlement Date:</b>	August 24, 2012 (T+3)
<b>Maturity Date:</b>	August 25, 2042
<b>Coupon:</b>	5 <sup>3</sup> / <sub>4</sub> %
<b>Optional Redemption:</b>	We may at our option redeem the notes in whole or in part on or after August 25, 2017 at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the date of redemption

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<b>Interest Payment Dates:</b>	February 25, May 25, August 25 and November 25 of each year, commencing on November 25, 2012
<b>Expected Listing:</b>	New York Stock Exchange
<b>Proposed Symbol:</b>	AFA
<b>Price to Public:</b>	100.00%
<b>Purchase Price:</b>	97.02%
<b>Net Proceeds (before expenses):</b>	\$121,273,525
<b>Underwriting Discounts &amp; Commissions:</b> 2.000% for institutional orders (\$367,000 total)	3.150% for retail orders (\$3,359,475 total)
<b>CUSIP / ISIN:</b>	025932500 / US0259325001
<b>Other Relationships:</b>	Affiliates of J.P. Morgan Securities LLC, PNC Capital Markets LLC and US Bancorp Investments, Inc. serve as joint book-running manager, co-managers and lenders on our revolving credit facility. U.S. Bank National Association, an affiliate of US Bancorp Investments, Inc., and a lender on our revolving credit facility, is serving as the trustee under the indenture.
<b>Joint Book-Running Managers:</b> Incorporated	Merrill Lynch, Pierce, Fenner & Smith
UBS Securities LLC	
Wells Fargo Securities, LLC	
<b>Joint Lead Manager:</b>	J.P. Morgan Securities LLC

**Senior Co-Managers:**  
PNC Capital Markets LLC

Barclays Capital Inc.

Raymond James & Associates, Inc.

**Co-Managers:**  
Macquarie Capital (USA) Inc.

Keefe, Bruyette & Woods, Inc.

Mitsubishi UFJ Securities (USA), Inc.

U.S. Bancorp Investments, Inc.

**\*Ratings may be changed, suspended or withdrawn at any time and are not a recommendation to buy, hold or sell any security.**

**The issuer has filed a registration statement (including a prospectus and a preliminary prospectus supplement) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement in that registration statement and other documents the issuer has filed with the Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll-free at (800) 294-1322, UBS Securities LLC toll free at (877) 827-6444, ext. 561-3884 or Wells Fargo Securities, LLC, toll-free at (800) 326-5897.**

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