

AMERICAN FINANCIAL GROUP INC  
Form POS AM  
September 07, 2007

As filed with the Securities and Exchange Commission on September 7, 2007

Registration No. 333-106659

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE  
AMENDMENT NO. 9**

**TO FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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|   |   |  |
|---|---|--|
| <b>American Financial Group, Inc.</b><br>(Exact Name of Registrant as Specified in Its Charter) | <b>Ohio</b><br>(State or Other Jurisdiction of Incorporation or Organization) | <b>31-1544320</b><br>(I.R.S. Employer Identification Number) |
|---|---|--|

**One East Fourth Street  
Cincinnati, Ohio 45202  
(513) 579-2121**  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrants' Principal Executive Offices)

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**James C. Kennedy, Esq.**  
**Vice President, Deputy General Counsel and Secretary**  
**American Financial Group, Inc.**  
**One East Fourth Street**  
**Cincinnati, Ohio 45202**  
**(513) 579-2538**  
**Facsimile: (513) 579-0108**  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

**with copies to:**  
**Mark A. Weiss, Esq.**

**Keating Muething & Klekamp PLL**  
**Suite 1400**  
**One East Fourth Street**  
**Cincinnati, Ohio 45202**  
**(513) 579-6599**  
**Facsimile: (513) 579-6956**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement as determined by market conditions and other factors.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 of the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**THIS POST-EFFECTIVE AMENDMENT NO. 9 TO FORM S-3 REGISTRATION STATEMENT IS BEING FILED SOLELY TO REMOVE FROM REGISTRATION SECURITIES THAT WERE REGISTERED AND WILL NOT BE ISSUED IN CONNECTION WITH THE REGISTRANT'S OFFERING.**

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**DEREGISTRATION OF UNSOLD SECURITIES**

American Financial Group, Inc. (the “Registrant”) filed its Registration Statement on Form S-3 (No. 333-106659) (the “Registration Statement”) on June 30, 2003, with respect to \$511,015,000 principal amount at maturity of the Registrant’s Senior Convertible Notes due 2033 (the “Notes”) and 8,816,235 shares of Common Stock, no par value per share (after giving effect to the Registrant’s 3-for-2 stock split effective December 15, 2006) (the “Shares,” and collectively with the Notes, the “Securities”). The Registrant filed the Registration Statement pursuant to an agreement among the initial purchasers of the Notes and the Registrant.

Pursuant to the Registrant’s undertaking in Part II, Item 17 of the Registration Statement, the Registrant is filing this post-effective amendment to the Registration Statement to withdraw the Registration Statement, including all amendments (including post-effective amendments) and exhibits to the Registration Statement, with respect to all unsold Securities registered under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Cincinnati, State of Ohio, as of the 7<sup>th</sup> day of September, 2007.

AMERICAN FINANCIAL GROUP, INC.

By: /s/ James C. Kennedy  
 James C. Kennedy  
 Vice President, Deputy General  
 Counsel  
 and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b><u>Signature</u></b>   | <b><u>Capacity</u></b>  | <b><u>Date</u></b> |
|---------------------------|---|--------------------|
| *<br>Carl H. Lindner      | Chairman of the Board of Directors                                    | September __, 2007 |
| *<br>Carl H. Lindner III  | Co-Chief Executive Officer and Director (Principal Executive Officer) | September __, 2007 |
| *<br>S. Craig Lindner     | Co-Chief Executive Officer and Director                               | September __, 2007 |
| *<br>Kenneth C. Ambrecht  | Director  | September __, 2007 |
| *<br>James E. Evans       | Director  | September __, 2007 |
| *<br>Theodore H. Emmerich | Director  | September __, 2007 |
| *<br>Terry S. Jacobs      | Director  | September __, 2007 |
| *<br>William R. Martin    | Director  | September __, 2007 |
| *<br>William W. Verity    | Director  | September __, 2007 |

/s/Keith A. Jensen  
Keith A. Jensen

Senior Vice President (Principal Financial and  
Accounting Officer)

September 7, 2007

\*By: /s/Karl J. Grafe  
Karl J. Grafe

Attorney-in-Fact

September 7, 2007