

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form 8-K

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
October 18, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 12, 2006

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

1-8787  
(Commission File Number)

13-2592361  
(IRS Employer  
Identification No.)

70 Pine Street  
New York, New York 10270  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 770-7000

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(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 8 -- Other Events

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### Item 8.01 Other Events.

On October 12, 2006, American International Group, Inc. (the "Registrant") entered into a Distribution Agreement (the "Distribution Agreement") with AIG Financial Securities Corp., ABN AMRO Incorporated, Banc of America Securities LLC, Banca IMI S.p.A., BMO Capital Markets Corp., Barclays Capital Inc., Bear, Stearns & Co. Inc., BNP Paribas Securities Corp., BNY Capital Markets, Inc., Calyon Securities (USA) Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Daiwa Securities America Inc., Daiwa Securities, SMBC Europe Limited, Deutsche Bank Securities, Goldman, Sachs & Co., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mitsubishi UFJ Securities International plc, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation, Santander Investment Securities Inc, Scotia Capital (USA) Inc., SG Americas Securities, LLC, TD Securities (USA) LLC, UBS Securities LLC, Wachovia Capital Markets, LLC (together, the "Agents") relating to the issuance and sale of the Registrant's Medium-Term Notes, Series G; Medium-Term Notes, Series AIG-FP; and Medium-Term Notes, Series MP, Matched Investment Program, at an aggregate initial offering price of up to \$25,139,770,000, or the equivalent thereof in one or more foreign or composite currencies or currency units.

A copy of the Distribution Agreement is attached as Exhibit 1.2 and incorporated herein by reference.

### Section 9 - Financial Statements and Exhibits

#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits.

- |              |   |
|--------------|---|
| Exhibit 1.1  | Distribution Agreement, dated October 12, 2006, between the Agents and the Registrant |
| Exhibit 4.1  | Form of Fixed Rate Note   |
| Exhibit 4.2  | Form of Floating Rate Note  |
| Exhibit 4.3  | Form of Master Note   |
| Exhibit 8.1  | Tax Opinion of Sullivan & Cromwell LLP  |
| Exhibit 23.1 | Consent of Sullivan & Cromwell LLP (included in Exhibit 8.1)                          |

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: October 18, 2006

By /s/ Kathleen E. Shannon

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Name: Kathleen E. Shannon  
Title: Senior Vice President  
and Secretary