

AMERICAN FINANCIAL GROUP INC
Form 8-K
June 12, 2009

**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): June 10, 2009
AMERICAN FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)**

Ohio

1-13653

31-1544320

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One East Fourth Street, Cincinnati, OH

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **513-579-2121**

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))
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Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On June 10, 2009, American Financial Group, Inc. (the Registrant) entered into a Purchase Agreement (the Purchase Agreement) by and among the Registrant and Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as Representatives of the several underwriters, relating to the issuance and sale of \$350,000,000 aggregate principal amount of the Registrant's 9-7/8% Senior Notes due 2019 (the Notes). The Notes will be issued under an Indenture dated as of November 12, 1997 between the Registrant and U.S. Bank National Association, as Trustee (the Original Indenture), as supplemented by the Supplemental Indenture dated as of December 3, 1997 (the First Supplemental Indenture), the Second Supplemental Indenture dated as of February 3, 2004 (the Second Supplemental Indenture) and as proposed to be further supplemented by a Third Supplemental Indenture to be dated as of June 17, 2009 (the Third Supplemental Indenture, and with the Original Indenture, the First Supplemental Indenture and the Second Supplemental Indenture, the Indenture). The Notes have been registered under the Securities Act of 1933 (the Act) pursuant to a registration statement on Form S-3 (File No. 333-157649) previously filed with the Securities and Exchange Commission under the Act.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

- (a) **Financial statements of business acquired.** Not applicable.
 - (b) **Pro forma financial information.** Not applicable.
 - (c) **Exhibits.**
 - 1 Purchase Agreement dated as of June 10, 2009 among the Registrant and Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as Representatives of the several underwriters
 - 4.1 Form of Third Supplemental Indenture between the Registrant and U.S. Bank National Association, as Trustee
 - 4.2 Form of 9-7/8% Senior Notes due 2019 (incorporated by reference to Exhibit A to Exhibit 4.1)
 - 5 Opinion of Keating Muething & Klekamp PLL
 - 8 Opinion of Keating Muething & Klekamp PLL Regarding Tax Matters
 - 23.1 Consents of Keating Muething & Klekamp PLL (included in Exhibit 5 and Exhibit 8)
 - 23.2 Consent of Ernst & Young LLP
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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: June 12, 2009

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