

AMERICAN INTERNATIONAL GROUP INC (AIG)

180 MAIDEN LANE
NEW YORK, NY 10038
212. 770.7000

8-K

FORM 8-K
Filed on 07/11/2012 – Period: 07/11/2012
File Number 001-08787



**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): July 11, 2012

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)

13-2592361
(IRS Employer
Identification No.)

180 Maiden Lane
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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 — Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On July 11, 2012, the Board of Directors (the Board) of American International Group, Inc. (AIG) elected Morris W. Offit a Director of AIG. Mr. Offit has also been named the Chairman of the Finance and Risk Management Committee of the Board.

Mr. Offit is currently the Chairman of Offit Capital, a wealth management advisory firm. He previously served as an AIG Director from 2005 until his retirement from the Board of AIG at its 2012 Annual Meeting of Shareholders on May 16, 2012 in accordance with the retirement guideline for AIG Directors. However, because of Mr. Donald H. Layton's resignation from the Board due to his appointment as Chief Executive Officer of the Federal Home Loan Mortgage Corporation (Freddie Mac) and Ms. Laurette T. Koellner's resignation from the Board in connection with becoming Executive Chairman of International Lease Finance Corporation, a wholly owned subsidiary of AIG, the Board determined that it was in the best interests of AIG and its shareholders to ask Mr. Offit to rejoin the Board to serve until the 2013 Annual Meeting of Shareholders, as permitted by AIG's retirement guideline, in light of his knowledge of AIG's businesses and affairs.

Mr. Offit was granted a pro-rated annual award of deferred stock units upon his election, consistent with the compensation of AIG's independent directors, as described under "Corporate Governance—Compensation of Directors" in AIG's 2012 Proxy Statement.

A copy of the press release announcing Mr. Offit's election is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of American International Group, Inc., dated July 11, 2012.

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: July 11, 2012

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Deputy General Counsel

EXHIBIT INDEX

99.1 Press Release of American International Group, Inc., dated July 11, 2012

AMERICAN INTERNATIONAL GROUP INC (AIG)

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NEW YORK, NY 10038
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EX-99.1

PRESS RELEASE
8-K Filed on 07/11/2012 - Period: 07/11/2012
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News Release

Contact: Jim Ankner (News Media)
 (O): (212) 770-3277
 (C): (917) 882-7677

Liz Werner (Investment Community)
 (O): (212) 770-7074

MORRIS W. OFFIT ELECTED TO AIG BOARD OF DIRECTORS

NEW YORK, July 11, 2012 – The Board of Directors of American International Group, Inc. (NYSE: AIG) today elected Morris W. Offit a Director. Mr. Offit will serve as a Director until the 2013 Annual Meeting of Shareholders. Mr. Offit has also been named the Chairman of the Finance and Risk Management Committee of the Board.

“I would like to thank Morris for agreeing to rejoin the Board,” said Robert S. (Steve) Miller, Chairman of the AIG Board of Directors. “We look forward to again benefiting from his guidance and deep experience as AIG continues to strengthen its business and work towards making American taxpayers whole plus a profit.”

Mr. Offit previously served as an AIG Director from 2005 until his retirement from the AIG Board at the 2012 Annual Meeting of Shareholders in accordance with the retirement guideline for AIG Directors. However, following the resignation of Donald H. Layton from the Board due to his appointment as Chief Executive Officer of Federal Home Loan Mortgage Corporation (Freddie Mac) in May 2012 and Ms. Laurette T. Koellner’s resignation from the Board in connection with becoming Executive Chairman of International Lease Finance Corporation, a wholly owned subsidiary of AIG, in June 2012, the Board determined that it was in the best interests of AIG and its shareholders to ask Mr. Offit to rejoin the AIG Board and serve until the 2013 Annual Meeting of Shareholders, as permitted by AIG’s retirement guideline, in light of his knowledge of AIG’s businesses and affairs.

Mr. Offit is currently Chairman of Offit Capital, a wealth management advisory firm, and served as the Co-Chief Executive Officer of Offit Hall Capital Management LLC from 2002 to 2007. He was the founder and former Chief Executive Officer of OFFITBANK, a private bank, from 1990 to 2001. Prior to that, he was President of Julius Baer Securities, a General Partner at Salomon Brothers, an adjunct professor at Columbia Business School, and Head of Stock Research at Mercantile Safe Deposit and Trust Co.

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American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries. AIG companies serve commercial, institutional, and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG common stock is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

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