

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
October 22, 2010

**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): October 22, 2010  
Commission file number 1-8787**

**American International Group, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**13-2592361**  
(I.R.S. Employer Identification No.)

**70 Pine Street, New York, New York**  
(Address of principal executive offices)

**10270**  
(Zip Code)

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

Former name, former address and former fiscal year, if changed since last report: Not applicable

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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On October 22, 2010, AIA Group Limited (AIA) announced that it had determined the price for its public offering of approximately 7.03 billion ordinary shares (after the full exercise of the offer size adjustment option and before the exercise of the over-allotment option) at HK\$19.68 per share. This represents approximately 58.4 percent of the issued and outstanding share capital of AIA, and gross proceeds to AIA Aurora LLC of approximately \$17.8 billion (approximately HK\$138.3 billion).

Trading of AIA shares is expected to commence on the Main Board of the Hong Kong Stock Exchange Limited (HKEx) on October 29, 2010, subject to the satisfaction of customary closing conditions.

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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 International Group, Inc.**  
(Registrant)

Date: October 22, 2010

By: /s/ Kathleen E. Shannon  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Deputy  
General Counsel