

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO  
Form 8-K  
February 25, 2015

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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): February 24, 2015

AMERICAN EQUITY  
INVESTMENT LIFE HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

Iowa 001-31911  
(State or Other Jurisdiction (Commission  
of Incorporation) File Number)

6000 Westown Parkway, West Des Moines, Iowa  
(Address of Principal Executive Offices)

(515) 221-0002

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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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42-1447959  
(IRS Employer  
Identification No.)  
50266  
(Zip Code)

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

On February 24, 2015, the Compensation Committee (the "Committee") of the Board of Directors of American Equity Life Holding Company (the "Company") approved the structure of incentive compensation for 2015 for certain Company employees, including the Company's named executive officers, as follows: (i) short-term incentive compensation for fiscal year 2015 will be paid, if earned, in cash pursuant to the Company's Short-Term Performance Incentive Plan, which has previously been filed, and tied to threshold, target and maximum performance goals established with respect to Invested Asset Growth, weighted at 50%, and Return (based upon operating income) on Average Equity (excluding AOCI and fair value changes in derivatives and embedded derivatives), weighted at 50%, with threshold, target and maximum award opportunities for fiscal year 2015 at 25%, 50% and 100% of salary respectively and (ii) long-term incentive compensation will be paid, if earned, pursuant to restricted stock units granted under the Company's 2009 Employee Incentive Plan and tied to threshold and target performance goals for the three year period ended December 31, 2017, established with respect to Invested Asset Growth, Operating Income and Return (based upon operating income) on Average Equity (excluding AOCI and fair value changes in derivatives and embedded derivatives), each weighted at 33-1/3%. The number of restricted stock units granted was equal to 40% of current base salary based upon the closing price of the Company's common stock on February 24, 2015. 50% of the restricted stock units granted will be earned if the Company meets threshold performance goals, and 100% of the restricted stock units granted will be earned if the Company meets target performance goals.

The Committee also granted restricted stock awards to certain Company employees, including the Company's named executive officers, pursuant to the Company's 2009 Employee Incentive Plan equal to 10% of current base salary based upon the closing price of the Company's common stock on February 24, 2015 and subject to a three year cliff vesting period.

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**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.

Date: February 25, 2015

AMERICAN EQUITY INVESTMENT LIFE HOLDING  
COMPANY

By: /s/ John M. Matovina

Name: John M. Matovina

Title: Chief Executive Officer and President