

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
November 16, 2015

**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): November 16, 2015**

**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)**  
**175 Water Street**

**13-2592361**  
**(IRS Employer**

**Identification No.)**

**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))

## **Section 5 Corporate Governance and Management**

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 16, 2015, the Board of Directors (the Board) of American International Group, Inc. (the Company) approved and adopted amendments to the Company's By-laws (as so amended, the By-laws), to implement proxy access and make certain related conforming revisions.

Section 1.14 has been added to the By-laws to permit a shareholder, or a group of up to 20 shareholders, owning 3% or more of the Company's outstanding shares of common stock continuously for at least three years to nominate and include in the Company's annual meeting proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the By-laws.

The foregoing summary is qualified in its entirety by reference to the By-laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

## **Section 8 Other Events**

### **Item 8.01. Other Events.**

On November 16, 2015, the Company issued a press release announcing that the Board had amended the By-laws to adopt proxy access. A copy of the press release 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.**

Exhibit 3.1 American International Group, Inc. By-laws, as amended on November 16, 2015.

Exhibit 99.1 Press release of American International Group, Inc. dated November 16, 2015.

**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: November 16, 2015

By: /s/ James J. Killerlane III  
Name: James J. Killerlane III  
Title: Associate General Counsel and Assistant  
Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
Exhibit 3.1	American International Group, Inc. By-laws, as amended on November 16, 2015.
Exhibit 99.1	Press release of American International Group, Inc. dated November 16, 2015.