

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
March 17, 2016

**Filed Pursuant to Rule 433  
Registration No. 333-204165**

**American International Group, Inc.**

**\$1,500,000,000**

**3.900% NOTES DUE 2026**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	3.900% Notes Due 2026
<b>Expected Ratings (Moody's / S&amp;P/Fitch)*:</b>	Baa1 / A- / BBB+ (stable/negative/stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	March 17, 2016
<b>Settlement Date:</b>	March 22, 2016 (T + 3)
<b>Maturity Date:</b>	April 1, 2026
<b>Principal Amount:</b>	\$1,500,000,000
<b>Price to Public:</b>	99.950% of principal amount
<b>Gross Underwriting Discount:</b>	0.450%
<b>Net Proceeds to Issuer Before</b>	
<b>Expenses:</b>	\$1,492,500,000
<b>Spread to Treasury Benchmark:</b>	T + 200 basis points
<b>Treasury Benchmark:</b>	1.625% due February 15, 2026
<b>Treasury Benchmark Yield:</b>	1.906%
<b>Coupon:</b>	3.900%
<b>Yield to Maturity:</b>	3.906%
<b>Interest Payment Dates:</b>	Semi-annually on April 1 and October 1 of each year, commencing October 1, 2016
<b>Day Count Convention:</b>	30/360, unadjusted
<b>Denominations:</b>	\$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time prior to January 1, 2026 at a discount rate

of Treasury + 30 basis points. Par redemption at any time on or after January 1, 2026.

**CUSIP/ISIN:** 026874 DH7 /US026874DH71

**Joint Book-Running Managers:** Barclays Capital Inc.

Deutsche Bank Securities Inc.

RBC Capital Markets, LLC

U.S. Bancorp Investments, Inc.

Mizuho Securities USA Inc.

SMBC Nikko Securities America, Inc.

**Co-Managers:** ANZ Securities, Inc.

ING Financial Markets LLC

nabSecurities, LLC

Natixis Securities Americas LLC

PNC Capital Markets LLC

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

SG Americas Securities, LLC

Standard Chartered Bank

UniCredit Capital Markets LLC

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.