

AMERICAN INTERNATIONAL GROUP INC
Form 8-K/A
September 19, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 16, 2008

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.)

**70 Pine Street
New York, New York 10270**

(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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 1 Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On September 18, 2008, American International Group, Inc. (AIG) made a filing on Form 8-K with respect to a revolving credit facility with the Federal Reserve Bank of New York (NY Fed).

This Form 8-K/A filing corrects certain errors in, and supersedes, yesterday's filing.

The summary of terms of the revolving credit facility provides that AIG may borrow up to \$85 billion from the NY Fed. AIG's borrowings under the revolving credit facility will bear interest, for each day, at a rate per annum equal to three-month Libor plus 8.50%. The revolving credit facility will have a 24-month term and will be secured by a pledge of assets of AIG and various subsidiaries. The revolving credit facility will contain affirmative and negative covenants, including a covenant to pay down the facility with the proceeds of asset sales.

The summary of terms also provides for a 79.9% equity interest in AIG. The corporate approvals and formalities necessary to create this equity interest will depend upon its form.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated by reference herein.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release of American International Group, Inc. dated September 16, 2008.

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: September 19, 2008

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Secretary

EXHIBIT INDEX

| <u>Exhibit No</u> | <u>Description</u> |
|-------------------|-------------------------------------------------------------------------------|
| 99.1 | Press release of American International Group, Inc. dated September 16, 2008. |