

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
July 08, 2015

**Filed Pursuant to Rule 433**

**Registration No. 333-204165**

**American International Group, Inc.**

**\$750,000,000**

**4.800% NOTES DUE 2045**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	4.800% Notes Due 2045
<b>Expected Ratings (Moody's / S&amp;P/Fitch)*:</b>	Baa1 / A- / BBB+ (stable/stable/positive)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	July 7, 2015
<b>Settlement Date:</b>	July 10, 2015 (T + 3)
<b>Maturity Date:</b>	July 10, 2045
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	99.261% of principal amount
<b>Gross Underwriting Discount:</b>	0.875%
<b>Net Proceeds to Issuer Before Expenses:</b>	\$737,895,000
<b>Spread to Treasury Benchmark:</b>	T + 180 basis points
<b>Treasury Benchmark:</b>	2.500% due February 15, 2045 3.047%

**Treasury Benchmark**

**Yield:**

**Coupon:** 4.800%

**Yield to Maturity:** 4.847%

**Interest Payment Dates:** Semi-annually on January 10 and July 10 of each year, commencing January 10, 2016

**Day Count Convention:** 30/360, unadjusted

**Denominations:** \$2,000, with increments of \$1,000 thereafter

**Optional Redemption:** Make-whole redemption at any time prior to January 10, 2045 at a discount rate of Treasury + 30 basis points. Par redemption at any time on or after January 10, 2045.

**CUSIP/ISIN:** 026874 DF1 / US026874DF16

**Joint Book-Running** BNP Paribas Securities Corp.

**Managers:**

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

U.S. Bancorp Investments, Inc.

HSBC Securities (USA) Inc.

Lloyds Securities Inc.

Mizuho Securities USA Inc.

RBC Capital Markets, LLC

RBS Securities Inc.

**Co-Managers:**

ANZ Securities, Inc.

nabSecurities, LLC

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

UniCredit Capital Markets LLC

**Junior Co-Managers:**

ING Financial Markets LLC

Natixis Securities Americas LLC

PNC Capital Markets, LLC

Scotia Capital (USA) Inc.

SG Americas Securities, 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 BNP Paribas Securities Corp. toll-free at 1-800-854-5674, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, or U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.