

AMERICAN GENERAL LIFE INSURANCE CO
 Form 4
 November 19, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 AMERICAN INTERNATIONAL GROUP INC

2. Issuer Name and Ticker or Trading Symbol
 CLEARBRIDGE AMERICAN ENERGY MLP FUND INC. [CBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 175 WATER STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

NEW YORK, NY 10038

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Series A Mandatory Redeemable Preferred Stock | 11/16/2018 | | J ⁽¹⁾ | | 30 | D | <u>(2)</u> 0 | I | Held through subsidiaries <u>(2)</u> |
| Series B Mandatory Redeemable Preferred Stock | 11/16/2018 | | J ⁽¹⁾ | | 70 | D | <u>(3)</u> 0 | I | Held through subsidiaries <u>(3)</u> |
| 4.51% Series C Senior | 11/16/2018 | | J ⁽¹⁾ | | 16,887,467.92 | D | <u>(4)</u> 0 | I | Held through |

| | | | | | | | | | |
|---|------------|--|------|----------------------|---|-----|---|---|--|
| Secured Notes due October 15, 2023 | | | | | | | | | subsidiaries (5) |
| 4.66% Series D Senior Secured Notes due October 15, 2025 | 11/16/2018 | | J(1) | 22,643,477.92 (4) | D | (1) | 0 | I | Held through subsidiaries (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| AMERICAN INTERNATIONAL GROUP INC 175 WATER STREET NEW YORK, NY 10038 | | | | See Remarks |
| Lexington Insurance Co 99 HIGH ST, FLOOR 23 BOSTON, MA 02110-2378 | | | | See Remarks |
| United States Life Insurance Co in the City of New York 175 WATER STREET | | | | See Remarks |

NEW YORK, NY 10038

AMERICAN GENERAL LIFE INSURANCE CO
2727-A ALLEN PARKWAY
HOUSTON, TX 77019

See Remarks

Signatures

| | |
|--|------------|
| /s/ Geoffrey N. Cornell, Authorized Signatory of American International Group, Inc. | 11/16/2018 |
| __Signature of Reporting Person | Date |
| /s/ Tanya Kent, Authorized Signatory of Lexington Insurance Company | 11/16/2018 |
| __Signature of Reporting Person | Date |
| /s/ Julie A. Cotton Hearne, Authorized Signatory of The United States Life Insurance Company in The City of New York | 11/16/2018 |
| __Signature of Reporting Person | Date |
| /s/ Julie A. Cotton Hearne, Authorized Signatory of American General Life Insurance Company | 11/16/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Disposed of pursuant to merger agreement between the issuer and ClearBridge Energy Midstream Opportunity Fund Inc. ("EMO") in exchange for an equivalent security of EMO at the effective time of the merger as described below.

Immediately prior to the effective time of the merger, Lexington Insurance Company ("Lexington") and The United States Life Insurance Company in The City of New York ("USLIC"), each an indirect wholly owned subsidiary of American International Group, Inc. ("AIG"),

- (2) directly held 10 shares and 20 shares, respectively, of the Series A Mandatory Redeemable Preferred Stock (the "Series A MRPS"). AIG is an indirect beneficial owner of the Series A MRPS. In connection with the merger, such Series A MRPS were converted into 10 shares and 20 shares, respectively, of the Series D Mandatory Redeemable Preferred Stock of EMO having identical terms.

Immediately prior to the effective time of the merger, American General Life Insurance Company ("AGLIC") and Lexington, each an indirect wholly owned subsidiary of AIG, directly held 47 shares and 23 shares, respectively, of the Series B Mandatory Redeemable

- (3) Preferred Stock (the "Series B MRPS"). AIG is an indirect beneficial owner of the Series B MRPS. In connection with the merger, such Series B MRPS were converted into 47 shares and 23 shares, respectively, of the Series E Mandatory Redeemable Preferred Stock of EMO having identical terms.

- (4) The amount shown reflects a cash dollar value.

Immediately prior to the effective time of the merger, AGLIC and American Home Assurance Company ("AHAC"), each an indirect wholly owned subsidiary of AIG, directly held \$11,525,696.92 principal amount and \$5,361,771.00 principal amount, respectively, of the 4.51% Series C Senior Secured Notes due October 15, 2023 (the "Series C Notes"). AIG is an indirect beneficial owner of the Series C Notes. In connection with the merger, the obligations under such Series C Notes were assumed by EMO.

- (6) Immediately prior to the effective time of the merger, AGLIC, AHAC, USLIC and The Variable Annuity Life Insurance Company ("VALIC"), each an indirect wholly owned subsidiary of AIG, directly held \$3,000,260.87 principal amount, \$7,189,304.00 principal amount, \$2,264,347.83 principal amount and \$10,189,565.22 principal amount, respectively, of the 4.66% Series D Senior Secured Notes due October 15, 2025 (the "Series D Notes"). AIG is an indirect beneficial owner of the Series D Notes. In connection with the merger, the obligations under such Series D Notes were assumed by EMO.

Remarks:

Filed pursuant to Section 30(h) of the Investment Company Act of 1940.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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