

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

January 17, 2008

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**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): January 16, 2008**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8787**

**13-2592361**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(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 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 16, 2008, American International Group, Inc. (AIG) issued a press release announcing that the Board of Directors of AIG has elected Stephen F. Bollenbach as a director. Mr. Bollenbach will serve on the Audit Committee of the Board of Directors. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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

On January 16, 2008, the Board of Directors of AIG amended the By-laws of AIG to require that each director be elected by the vote of the majority of the votes cast. In a contested election, however, the directors will be elected by a plurality of the votes cast. AIG's Corporate Governance Guidelines (available on the corporate governance section of AIG's website at [www.aigcorporate.com/corpsite/](http://www.aigcorporate.com/corpsite/)) contain AIG's policy regarding the director resignation process. A copy of AIG's Amended By-laws is filed herewith as Exhibit 3.1 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 January 16, 2008. |
| Exhibit 99.1 | Press release of American International Group, Inc. dated January 16, 2008. |

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**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: January 16, 2008

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Secretary

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**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | American International Group, Inc. By-laws, as amended on January 16, 2008. |
| 99.1        | Press release of American International Group, Inc. dated January 16, 2008. |