

AMERICAN FINANCIAL GROUP INC

Form 8-A12B

September 23, 2014

**FORM 8-A**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**For registration of certain classes of securities**

**pursuant to section 12(b) or (g) of**

**the Securities Exchange Act of 1934**

**American Financial Group, Inc.**

**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(Jurisdiction of incorporation**

**or organization)**

**301 East Fourth Street, Cincinnati, Ohio**  
**(Address of principal executive offices)**

**31-0624874**  
**(IRS Employer**

**Identification No.)**

**45202**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>6 1/4% Subordinated Debentures due 2054</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

**Securities Act registration statement file number to which this form relates:**

**333-179867**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are American Financial Group, Inc.'s (the "Registrant") ~~1 1/4%~~ Subordinated Debentures due 2054 (the "Debentures"). For a description of the Debentures, see the material set forth in the section captioned "Description of Debt Securities" in the Registrant's registration statement on Form S-3 (File No. 333-179867) filed with the Securities and Exchange Commission (the "Commission") on March 2, 2012 (such registration statement, as amended, including all documents incorporated therein by reference, being herein after referred to as the

Registration Statement) and the materials set forth in the section captioned "Description of Debentures" in the Prospectus Supplement of the Registrant dated September 16, 2014 and filed with the Commission on September 17, 2014 pursuant to Rule 424(b) under the Securities Act of 1933 which shall supplement the Prospectus contained in the Registration Statement, which is incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Subordinated Debt Securities Indenture dated as of September 23, 2014, between the Registrant, as Issuer, and U.S. Bank National Association, as Trustee.
- 4.2 First Supplemental Indenture dated as of September 23, 2014 between the Registrant, as Issuer and U.S. Bank National Association, as Trustee.
- 4.3 Form of 6 1/4% Debentures due 2054 (included in Exhibit 4.2).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

By: /s/ Karl J. Grafe  
Karl J. Grafe  
Vice President

Dated: September 23, 2014