

AMERICAN INTERNATIONAL GROUP INC

Form 8-K

March 10, 2011

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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): March 10, 2011**

**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.)

**180 Maiden Lane**

**New York, New York 10038**

(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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**Item 7.01 Regulation FD Disclosure**

On March 10, 2011, American International Group, Inc. delivered a letter to the Federal Reserve Bank of New York (FRBNY) offering to repay the loan by the FRBNY to, and to purchase all of the assets of, Maiden Lane II LLC. A copy of the letter is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

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| 99.1 | Letter of American International Group, Inc. to the Federal Reserve Bank of New York, dated March 10, 2011 |
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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: March 10, 2011

By: /s/ Kathleen E. Shannon  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Deputy  
General Counsel

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Letter from American International Group, Inc. to the Federal Reserve Bank of New York, dated March 10, 2011