

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
July 10, 2014

**File Pursuant to Rule 433**

**Registration No. 333-182469**

**American International Group, Inc.**

**\$1,500,000,000**

**4.500% NOTES DUE 2044**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	4.500% Notes Due 2044
<b>Expected Ratings (Moody s / S&amp;P)*:</b>	Baa1 (Stable) / A- (Stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	July 9, 2014
<b>Settlement Date:</b>	July 16, 2014 (T + 5)
<b>Maturity Date:</b>	July 16, 2044
<b>Principal Amount:</b>	\$1,500,000,000
<b>Price to Public:</b>	99.397% of principal amount
<b>Gross Underwriting Discount:</b>	0.875%
<b>Net Proceeds to Issuer Before Expenses:</b>	\$1,477,830,000
<b>Spread to Treasury Benchmark:</b>	T+117 basis points
<b>Treasury Benchmark:</b>	3.625% due February 15, 2044
<b>Treasury Benchmark Yield:</b>	3.367%
<b>Coupon:</b>	4.500%
<b>Yield to Maturity:</b>	4.537%
<b>Interest Payment Dates:</b>	Semi-annually on January 16 and July 16 of each year, commencing January 16, 2015
<b>Day Count Convention:</b>	30/360, unadjusted
<b>Denominations:</b>	\$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time prior to January 16, 2044 at a discount rate of Treasury + 20 basis points. Par

redemption at any time on or after January 16, 2044.

**CUSIP/ISIN:**

026874DA2 / US026874DA29

**Joint Book-Running Managers:**

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Morgan Stanley & Co. LLC

U.S. Bancorp Investments, Inc.

Barclays Capital Inc.

HSBC Securities (USA) Inc.

RBC Capital Markets, LLC

RBS Securities Inc.

**Co-Managers:**

ANZ Securities, Inc.  
Lloyds Securities Inc.  
Mizuho Securities USA Inc.  
nabSecurities, LLC  
Nomura Securities International, Inc.  
PNC Capital Markets LLC  
Santander Investment Securities Inc.  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
SMBC Nikko Securities America, Inc.  
Standard Chartered Bank  
UniCredit Capital Markets LLC

**Junior Co-Managers:**

CastleOak Securities, L.P.  
Drexel Hamilton, LLC  
ING Financial Markets LLC  
Loop Capital Markets LLC  
Mischler Financial Group, Inc.  
Natixis Securities Americas LLC  
MFR Securities, Inc.  
Samuel A. Ramirez & Company, Inc.  
Sandler O'Neill & Partners, L.P.  
Muriel Siebert & Co., Inc.  
Toussaint Capital Partners, LLC  
The Williams Capital Group, L.P.

**\* 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.**

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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 Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.