

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
January 13, 2015

**Filed Pursuant to Rule 433**

**Registration No. 333-182469**

**American International Group, Inc.**

**\$1,200,000,000**

**3.875% NOTES DUE 2035**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	3.875% Notes Due 2035
<b>Expected Ratings (Moody s / S&amp;P)*:</b>	Baa1 / A- (stable / stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	January 12, 2015
<b>Settlement Date:</b>	January 15, 2015 (T + 3)
<b>Maturity Date:</b>	January 15, 2035
<b>Principal Amount:</b>	\$1,200,000,000
<b>Price to Public:</b>	99.669% of principal amount
<b>Gross Underwriting Discount:</b>	0.875%
<b>Net Proceeds to Issuer Before Expenses:</b>	\$1,185,528,000
<b>Spread to Treasury Benchmark:</b>	T + 140 basis points
<b>Treasury Benchmark:</b>	3.125% due August 15, 2044
<b>Treasury Benchmark Yield:</b>	2.499%
<b>Coupon:</b>	3.875%
<b>Yield to Maturity:</b>	3.899%
<b>Interest Payment Dates:</b>	Semi-annually on January 15 and July 15 of each year, commencing July 15, 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 July 15, 2034 at a discount rate of Treasury + 25 basis points. Par redemption at

any time on or after July 15, 2034.

**CUSIP/ISIN:**

026874DC8 / US026874DC84

**Joint Book-Running Managers:**

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

BNP Paribas Securities Corp.

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

Morgan Stanley & Co. LLC

**Co-Managers:**

ANZ Securities, Inc.

Lloyds Securities Inc.

Mizuho Securities USA Inc.

nabSecurities, 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:**

ING Financial Markets LLC

Natixis Securities Americas LLC

PNC Capital Markets LLC

Sandler O'Neill & Partners, 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.**

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,

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any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533, U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.