

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
June 01, 2016

**Filed Pursuant to Rule 433**

**Registration No. 333-204165**

**American International Group, Inc.**

**750,000,000**

**1.500% NOTES DUE 2023**

<b>Issuer:</b>	American International Group, Inc.
<b>Offering Format:</b>	SEC Registered
<b>Securities:</b>	1.500% Notes Due 2023
<b>Expected Ratings (Moody's/S&amp;P)*:</b>	Baa1 / A- (stable/negative)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	June 1, 2016
<b>Settlement Date:</b>	June 8, 2016 (T + 5)
<b>Maturity Date:</b>	June 8, 2023
<b>Mid Swaps Yield:</b>	0.198%
<b>Spread to Mid Swaps:</b>	140 basis points
<b>Principal Amount:</b>	750,000,000
<b>Price to Public:</b>	99.356% of principal amount
<b>Gross Underwriting Discount:</b>	0.400%
<b>Net Proceeds to Issuer Before Expenses:</b>	742,170,000
<b>Spread to Benchmark Bund:</b>	+ 182.700 basis points
<b>Benchmark Bund:</b>	1.500% due May 15, 2023
<b>Benchmark Bund Price / Yield:</b>	112.120 / -0.229%
<b>Coupon:</b>	1.500%
<b>Yield to Maturity:</b>	1.598%
<b>Interest Payment Dates:</b>	Annually on June 8 of each year, commencing June 8, 2017

**Day Count Convention:** Actual/Actual (ICMA)

**Denominations:** 100,000, with increments of 1,000 thereafter

**Early Redemption:** Make-whole redemption at any time prior to March 8, 2023 at a discount rate of Bund + 30 basis points. Par redemption at any time on or after March 8, 2023. Par redemption at any time in the event of certain developments affecting U.S. taxation, as described in the prospectus supplement under Description of the Notes Early Redemption .

**Expected Listing:** Global Exchange Market of the Irish Stock Exchange

**ISIN / Common Code:** XS1405781425 / 140578142

**Stabilizing Manager:** J.P. Morgan Securities plc

**Joint Book-Running Managers:** BNP Paribas

HSBC Bank plc

J.P. Morgan Securities plc

Banco Santander, S.A.

Lloyds Bank plc

The Royal Bank of Scotland plc

UniCredit Bank AG

**Co-Managers:** ANZ Securities, Inc.

National Australia Bank Limited

Scotiabank Europe plc

Standard Chartered Bank

**Governing Law:** New York

**\* 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, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BNP Paribas toll-free at 1-800-854-5674, HSBC Bank plc toll-free at 1-866-811-8049 or J.P. Morgan Securities plc at +44 207 134 2468.