

AMERICAN INTERNATIONAL GROUP INC

Form 8-K/A

January 14, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): November 25, 2008

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant  
as specified in charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation)

**1-8787**

(Commission File Number)

**13-2592361**

(IRS Employer Identification No.)

**70 Pine Street, New York, New York 10270**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (212) 770-7000

**Not Applicable**

(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into a Material Definitive Agreement**

Attached as Exhibit 10.1 to this Form 8-K/A is the Shortfall Agreement between Maiden Lane III LLC and AIG Financial Products Corp., dated as of November 25, 2008, and amended as of December 18, 2008, containing Schedule A in redacted form.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Shortfall Agreement, dated as of November 25, 2008, and amended as of December 18, 2008<br>(Portions of the exhibit have been omitted pursuant to a request for confidential treatment.) |

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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: January 14, 2009      By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon  
Title: Senior Vice President and Secretary