

AMERICAN INTERNATIONAL GROUP INC
Form FWP
August 20, 2012

Filed Pursuant to Rule 433

Registration No. 333-182469

American International Group, Inc.

\$250,000,000

2.375% SUBORDINATED Notes Due 2015

Pricing Term Sheet

Dated August 20, 2012

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|---|---|
| Issuer: | American International Group, Inc. |
| Legal Format: | SEC-Registered |
| Securities: | 2.375% Subordinated Notes due 2015 |
| Expected Ratings (Moody's / S&P)*: | Baa2 (Stable) / BBB+ (Stable) |
| Security Type: | Subordinated Fixed Rate Notes |
| Trade Date: | August 20, 2012 |
| Settlement Date: | August 23, 2012 (T + 3) |
| Maturity Date: | August 24, 2015 |
| Principal Amount: | \$250,000,000 |
| Price to Public: | 99.908% of principal amount |
| Gross Underwriting Discount: | 0.250% |
| Net Proceeds to Issuer Before Expenses: | \$249,145,000 |
| Spread to Treasury Benchmark: | T+200 basis points |
| Treasury Benchmark: | 0.25% due August 15, 2015 |
| Treasury Benchmark Yield: | 0.407% |
| Coupon: | 2.375% |
| Yield to Maturity: | 2.407% |
| Interest Payment Dates: | Semi-annually on February 24 and August 24, commencing on February 24, 2013 |
| Day Count Convention: | 30/360, unadjusted |
| Denominations: | \$2,000, with increments of \$1,000 thereafter |
| Optional Redemption: | Make-whole redemption at any time at a discount rate of US Treasury + 30 basis points |
| CUSIP/ISIN: | 026874CV7 / US026874CV74 |
| Sole Book-Running Manager: | Citigroup Global Markets Inc. |

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Co-Managers: BNP Paribas Securities Corp.
RBC Capital Markets, LLC

Junior Co-Managers: CastleOak Securities, L.P.
Drexel Hamilton, LLC
Lebenthal & Co., LLC
Samuel A. Ramirez & Company, Inc.
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. 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. 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 Citigroup Global Markets Inc. toll-free at 1-877-858-5407.