

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
September 18, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 16, 2014**

**AMERICAN FINANCIAL GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

**1-13653**  
**(Commission**

**File Number)**

**31-1544320**  
**(IRS Employer**

**Identification No.)**

**301 East Fourth Street, Cincinnati, OH**  
**(Address of principal executive offices)**

**45202**  
**(Zip Code)**

**Registrant's telephone number, including area code: (513) 579-2121**

**(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))

**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement.**

On September 16, 2014, American Financial Group, Inc. (the Registrant) entered into a Purchase Agreement (the Purchase Agreement) by and among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters, relating to the issuance and sale of \$150,000,000 of aggregate principal amount of the Registrant's 6¼% Subordinated Debentures due 2054 (the Debentures).

The Debentures are being offered and sold by the Registrant pursuant to a registration statement on Form S-3 (File No. 333-179867).

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.  
(d) Exhibits.**

- 1 Purchase Agreement dated as of September 16, 2014 among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters
- 5 Opinion of Keating Muething & Klekamp PLL
- 8 Tax Opinion of Keating Muething & Klekamp PLL
- 23.1 Consents of Keating Muething & Klekamp PLL (included in Exhibit 5 and Exhibit 8)
- 23.2 Consent of Ernst & Young LLP

**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 thereunto duly authorized.

**AMERICAN FINANCIAL GROUP, INC.**

Date: September 18, 2014

By: /s/ Karl J. Grafe  
Karl J. Grafe  
Vice President