

AMERICAN FINANCIAL GROUP INC
Form POS AM
March 01, 2004

As filed with the Securities and Exchange Commission on March 1, 2004

Registration No. 333-106659

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

American Financial Group, Inc.
(Exact Name of Registrant as
Specified in Its Charter)

Ohio
(State or Other Jurisdiction
of Incorporation or
Organization)

31-1544320
(I.R.S. Employer Identification
Number)

**One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2121**

(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrants' Principal Executive Offices)

James C. Kennedy, Esq.
Vice President, Deputy General Counsel and Secretary
American Financial Group, Inc.
**One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2538**

Facsimile: (513) 579-0108
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

with copies to:
Mark A. Weiss, Esq.
Keating, Muething & Klekamp, P.L.L.
**1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6599
Facsimile: (513) 579-6956**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

with copies to: Mark A. Weiss, Esq. Keating, Muething & Klekamp, P.L.L. 1400 Provident Tower One East Fourth Street

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 of the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THIS POST-EFFECTIVE AMENDMENT NO. 4 TO REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(C) OF THE SECURITIES ACT OF 1933, AS AMENDED, MAY DETERMINE.

Prospectus Supplement No. 1 to Prospectus dated November 24, 2003

**\$511,015,000 Balance at Maturity of
Senior Convertible Notes due 2033**

**5,877,490 shares of
Common Stock**

We are supplementing our prospectus dated November 24, 2003, which we refer to as the base prospectus. References to the prospectus include the base prospectus and all supplements to the base prospectus, collectively.

You should read this prospectus supplement together with the base prospectus and all other supplements to the base prospectus. The base prospectus and all prospectus supplements are to be delivered with any prospectus supplement. Please see "Where You Can Find More Information" in the base prospectus for a listing of the documents incorporated and deemed to be incorporated by reference in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the base prospectus, including all amendments and supplements thereto. The terms of the convertible debentures are set forth in the base prospectus.

The prospectus relates to \$511,015,000 balance at maturity of Senior Convertible Notes due 2033 of American Financial Group, Inc. which were sold by American Financial Group during June 2003. The prospectus also relates to 5,877,490 shares of American Financial Group common stock issuable upon conversion of the notes held by selling securityholders, plus such additional indeterminate number of shares as may become issuable upon conversion of the notes by reason of adjustment to the conversion price in certain circumstances.

Investing in the notes involves risks, see Risk Factors beginning on page 11 of the base prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March __, 2004

The information appearing under the section entitled "Selling Securityholders" in the prospectus is amended and restated by the information appearing below.

SELLING SECURITYHOLDERS

The notes originally were issued by us and sold by Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Credit Suisse First Boston LLC, as the initial purchasers, in transactions exempt from the registration requirements of the Securities Act of 1933 to persons reasonably believed by the initial purchasers to be qualified institutional buyers.

The selling securityholders may offer all, some or none of the notes and the common stock.

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The table below sets forth the name of each selling securityholder, the principal amounts of notes that may be offered by each selling securityholder under this prospectus and the number of shares of common stock into which the notes are convertible. The notes and the underlying common stock set forth below includes securities that may be sold by pledgees, donees, transferees or other successors in interest to the selling securityholders that receive such securities by pledge, gift, distribution or other non-sale related transfer from the named selling securityholders. The information is based on information provided to us by or on behalf of the selling securityholders on or prior to February 27, 2004.

The selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided this information in transactions exempt from the registration requirements of the Securities Act. Information about the selling securityholders may change from time to time. Any changed information will be set forth in prospectus supplements or post-effective amendments, as required.

Because the selling securityholders may offer all or some portion of the notes or the common stock into which the notes are convertible, we cannot estimate the amount of notes or common stock that may be held by the selling securityholders upon the completion of any sales. For information on the procedure for sales by selling securityholders, read the disclosure under the heading **Plan of Distribution** in the prospectus.

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Beneficially Owned(1)	Number of Shares of Common Stock That May Be Sold Under this Prospectus (1)(2)(3)
Allstate Insurance Company	\$ 4,500,000	*	85,657	51,757
Allstate Life Insurance Company .	7,000,000	1.37%	80,511	80,511
AmerUS Life Insurance Co.	13,000,000	2.54%	149,521	149,521
Aviva Life Insurance Co.	750,000	*	8,626	8,626
Bankers Life Insurance Company of New York	300,000	*	3,450	3,450
Black Diamond Convertible Offshore LDC	4,575,000	*	52,620	52,620
Black Diamond Offshore Ltd.	2,505,000	*	28,812	28,812
BMO Nesbitt Burns Inc.	2,500,000	*	28,754	28,754
BNP Paribas Equity Strategies, SNC (4)	1,182,250	*	28,009	13,598
CGNU Life Fund	2,500,000	*	28,754	28,754
Citigroup Global Markets Inc. (4)	10,528,000	2.06%	121,089	121,089
Commercial Union Life Fund	3,000,000	*	34,505	34,505
CooperNeff Convertible Strategies (Cayman) Master Fund L.P.	1,178,350	*	13,553	13,553
CQS Convertible & Quantitative Strategies Master Fund Ltd.	20,000,000	3.91%	230,032	230,032
Dodeca Fund, L.P.	2,720,000	*	31,284	31,284
Double Black Diamond Offshore LDC	12,961,000	2.54%	149,072	149,072
GMAM Group Pension Trust	10,000,000	1.96%	115,016	115,016
HSH Nordbank International, S.A., Luxembourg(4)	12,500,000	2.45%	143,770	143,770
Illinois Annuity and Insurance Company	68,200,000	13.35%	784,409	784,409
Inflective Convertible Opportunity Fund I, L.P.	80,000	*	920	920
Invesco	15,875,000	3.11%	182,588	182,588
J.P. Morgan Securities Inc. (4)	38,500,000	7.53%	442,812	442,812
John Deere Pension Trust	1,000,000	*	11,502	11,502
KBC Financial Products USA Inc. (4)	300,000	*	3,450	3,450
Laurel Ridge Capital, LP.	1,300,000	*	14,952	14,952
Lyxor/Convertible Arbitrage Fund Limited	143,900	*	1,655	1,655
MLQA Securities Arbitrage Ltd.(4)	20,000,000	3.91%	230,032	230,032
Norwich Union Life & Pensions	4,500,000	*	51,757	51,757

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Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Beneficially Owned(1)	Number of Shares of Common Stock That May Be Sold Under this Prospectus (1)(2)(3)
Peoples Benefit Life Insurance Company - Teamsters	15,500,000	3.03%	178,275	178,275
Privilege Portfolio Sicav	8,000,000	1.57%	92,013	92,013
Santoma Arbitrage Master Fund Limited	1,939,000	0.38%	22,302	22,302
Singlehedge US Convertible Arbitrage Fund	333,500	*	3,836	3,836
St. Albans Partners Ltd.	22,500,000	4.40%	258,786	258,786
Teachers Insurance and Annuity Association of America	27,500,000	5.38%	316,294	316,294
Thrivent Financial for Lutherans (4)	5,000,000	*	57,508	57,508
UBS Securities LLC	15,000,000	2.94%	172,524	172,524
Worldwide Transactions Limited	459,000	*	5,279	5,279
Yield Strategies Fund I, L.P.	5,000,000	*	57,508	57,508
Yield Strategies Fund II, L.P.	5,000,000	*	57,508	57,508
Zazore Convertible Arbitrage Fund, L.P.	6,000,000	1.17%	69,010	69,010
Zazore Hedged Convertible Fund, L.P.	4,000,000	0.78%	46,006	46,006
Zenith Insurance Company	16,000,000	3.13%	284,026	184,026
Total for Listed Selling Shareholders (5)	\$393,830,000	77.07%	4,677,986	4,529,675
Total Issue	\$511,015,000	100.0	(5)	5,877,490

* Less than 1%

(1) No selling securityholder beneficially owns 1% or more of our outstanding common stock, and no selling securityholder will beneficially own 1% or more of our outstanding common stock after the offering of the common stock acquirable upon conversion of the notes.

(2) Assumes conversion of all of the selling securityholder's notes at a conversion rate of 11.5016 shares of common stock per \$1,000 aggregate principal amount of notes and a cash payment in lieu of the issuance of any fractional share interest. However, this conversion rate is subject to adjustment as described under "Description of the Notes - Conversion Rights" in the base prospectus. As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

(3) Reflects rounding down of fractional shares of common stock issuable to each selling securityholder upon conversion of the notes.

(4) Such selling securityholder has represented to us that it is an affiliate of a broker-dealer. Based solely on written representations received from such selling securityholder, we understand that such entities acquired their notes or underlying common stock in the ordinary course of business and, at the time of the purchase of the notes or the underlying common stock, such selling securityholders had no agreements or understandings, directly or indirectly, with any person to distribute the notes or underlying common stock. To the extent that we become aware that such entities did not acquire their notes or underlying common stock in the ordinary course of business or did have such an agreement or understanding, we will file a post-effective amendment to the registration statement of which the prospectus forms a part to designate such affiliate as an "underwriter" within the meaning of the Securities Act.

(5) Table does not include information for selling securityholders that had not submitted information through February 27, 2004.

None of the selling securityholders listed above has, or within the past three years had, any position, office or any material relationship with us or any of our affiliates.

Only selling securityholders identified above who beneficially own the notes set forth opposite each such selling securityholder's name in the foregoing table on the effective date of the registration statement, of which this prospectus forms a part, may sell such securities pursuant to the registration statement. Prior to any use of this prospectus in connection with an offering of the notes or the underlying common stock by any holder not identified above, we will file a further post-effective amendment to the registration statement, of which this prospectus forms a part,

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to set forth the name and aggregate amount of notes beneficially owned by the selling securityholder intending to sell such notes or the underlying common stock and the aggregate amount of notes or the number of shares of the underlying common stock to be offered. The prospectus, as supplemented, will also disclose whether any selling securityholder selling in connection with such prospectus has held any position or office with, has been employed by or otherwise has had a material relationship with us during the three years prior to the date of the prospectus if such information has not been disclosed herein.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

Previously provided.

Item 16. Exhibits and Financial Statement Schedules.

Exhibit Number	Description of Document
3.1*	Amended and Restated Articles of Incorporation of AFG (incorporated by reference to Exhibit 3(a) of AFG's Annual Report on Form 10-K for the year ended December 31, 1997)
3.2*	Code of Regulations of AFG (incorporated by reference to Exhibit 3(b) to AFG's Annual Report on Form 10-K for the year ended December 31, 1997)
4.1**	Indenture dated June 2, 2003, among AFG, as issuer, AFC, as guarantor, and U.S. Bank National Association, as trustee, relating to the Senior Convertible Notes due 2033 (including the form of the Senior Convertible Notes)
4.2**	Registration Rights Agreement dated June 2, 2003, among AFG, AFC and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Warburg LLC and Credit Suisse First Boston LLC
5**	Opinion of Keating, Muething & Klekamp, P.L.L.
8**	Opinion of Akin Gump Strauss Hauer & Feld LLP as to tax matters
12*	Computation of ratios of earnings to fixed charges (incorporated by reference to Exhibit 12 to AFG's Quarterly Report on Form 10-Q filed for the quarter ended June 30, 2003)
23.1**	Consent of Keating, Muething & Klekamp, P.L.L. (contained in Exhibit 5)
23.2**	Consent of Akin Gump Strauss Hauer & Feld LLP (contained in Exhibit 8)
23.3**	Consent of Ernst & Young LLP
24**	Powers of Attorney (contained on the signature page)
25**	Form T-1 Statement of Eligibility of Trustee under the Trust Indenture Act of 1939 of U.S. Bank National Association

* Incorporated by reference from other documents filed with the Commission as indicated. ** Previously filed

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement.

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Signature	Capacity	Date
* _____ Theodore H. Emmerich	Director	March __, 2004
* _____ Terry S. Jacobs	Director	March __, 2004
* _____ William R. Martin	Director	March __, 2004
* _____ William A. Shuzer	Director	March __, 2004
* _____ William W. Verity	Director	March __, 2004
/s/ Fred J. Runk _____ Fred J. Runk	Senior Vice President and Treasurer (Principal Financial and Accounting Officer)	March 1, 2004
*By:/s/ Karl J. Grafe _____ Karl J. Grafe	Attorney-in-Fact	March 1, 2004