

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K/A  
May 15, 2009

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

**FORM 8-K/A  
(Amendment No. 3)  
CURRENT REPORT**

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

**Date of report (Date of earliest event reported): December 18, 2008**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant  
as specified in charter)

**DELAWARE**

**1-8787**

**13-2592361**

(State or other  
jurisdiction of  
incorporation)

(Commission File Number)

(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, dated as of November 25, 2008, and as amended as of December 18, 2008 (the Amended Shortfall Agreement ), between Maiden Lane III LLC and AIG Financial Products Corp., with certain portions of Schedule A redacted.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit<br>Number | Description                                                                                                                                                                                                                                            |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1              | Shortfall Agreement, dated as of November 25, 2008, and as amended as of December 18, 2008, between Maiden Lane III LLC and AIG Financial Products Corp. (portions of the exhibit have been redacted 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: May 14, 2009

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