

AMERICAN INTERNATIONAL GROUP INC
Form 10-K/A
February 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission file number 1-8787

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-2592361

(I.R.S. Employer Identification No.)

180 Maiden Lane, New York, New York

(Address of principal executive offices)

10038

(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, Par Value \$2.50 Per Share	New York Stock Exchange
Warrants (expiring January 19, 2021)	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	New York Stock Exchange
6.45% Series A-4 Junior Subordinated Debentures	New York Stock Exchange
7.70% Series A-5 Junior Subordinated Debentures	New York Stock Exchange
Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant (based on the closing price of the registrant's most recently completed second fiscal quarter) was approximately \$12,986,000,000.

As of January 31, 2012, there were outstanding 1,896,865,688 shares of Common Stock, \$2.50 par value per share, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

None

Explanatory Note

This amendment (Amendment No. 1) to the Annual Report on Form 10-K for the year ended December 31, 2011 of American International Group, Inc. (the 2011 Annual Report on Form 10-K) is being filed solely for the purpose of (i) providing audited financial statements of AIA Group Limited (AIA) in accordance with Rule 3-09 of Regulation S-X and (ii) removing the *** footnote included within Exhibit 101 that was filed as part of the 2011 Annual Report on Form 10-K on February 23, 2012. Other than adding the aforementioned financial statements, no other Item of the 2011 Annual Report on Form 10-K is affected by the change. As a result, they have been omitted from this Amendment No. 1.

Part IV

ITEM 15. EXHIBIT, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules.

Report of Independent Registered Public Accounting Firm *

Consolidated Balance Sheet at December 31, 2011 and 2010 *

Consolidated Statement of Operations for the years ended December 31, 2011, 2010 and 2009 *

Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2011, 2010 and 2009 *

Consolidated Statement of Equity for the years ended December 31, 2011, 2010 and 2009 *

Consolidated Statement of Cash Flows for the years ended December 31, 2011, 2010 and 2009 *

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Notes to Consolidated Financial Statements *

Schedules.

I Summary of Investments Other than Investments in Related Parties at December 31, 2011*

II Condensed Financial Information of Registrant at December 31, 2011 and 2010 and for the years ended December 31, 2011, 2010 and 2009*

III Supplementary Insurance Information at December 31, 2011, 2010 and 2009 and for the years then ended *

IV Reinsurance at December 31, 2011, 2010 and 2009 and for the years then ended *

V Valuation and Qualifying Accounts at December 31, 2011, 2010 and 2009 and for the years then ended *

VI AIA Group Limited Consolidated Financial Statements for the year ended November 30, 2011

Independent Auditor's Report

Consolidated Income Statement

Consolidated Statement of Comprehensive Income

Consolidated Statement of Financial Position

Consolidated Statement of Changes in Equity

Consolidated Statement of Cash Flows

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Notes to the Consolidated Financial Statements and Significant Accounting Policies

Supplementary Information to the Consolidated Income Statement

Supplementary Information to the Consolidated Statement of Financial Position

Other Information

(b) Exhibits.

Exhibit 23.1 Consent of Independent Accountants

Exhibit 31 - Rule 13a-14(a)/15d-14(a) Certifications

Exhibit 32 - 18 U.S.C. Section 1350 Certifications

Exhibit 101 - Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheet as of December 31, 2011 and December 31, 2010, (ii) the Consolidated Statement of Operations for the three years ended December 31, 2011, (iii) the Consolidated Statement of Shareholders' Equity for the three years ended December 31, 2011, (iv) the Consolidated Statement of Cash Flows for the three years ended December 31, 2011, (v) the Consolidated Statement of Comprehensive Income (Loss) for the three years ended December 31, 2011 and (vi) the Notes to the Consolidated Financial Statements.*

(c) Audited financial statements of AIA are provided in accordance with Rule 3-09 of Regulation S-X as Schedule VI

*Previously filed in the 2011 Annual Report on Form 10-K on February 23, 2012.

AIA Group Limited

Consolidated Financial Statements for the year ended 30 November 2011



AIA Group Limited

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REPORT OF INDEPENDENT AUDITORS
TO THE BOARD OF DIRECTORS OF AIA GROUP LIMITED

(incorporated in Hong Kong with limited liability)

In our opinion, the accompanying consolidated statement of financial position and the related consolidated statements of income, comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of AIA Group Limited and its subsidiaries (the Company) at November 30, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with the International Financial Reporting Standards issued by the International Accounting Standards Board. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong

24 February 2012

AIA Group Limited

Financial statements for the year ended 30 November 2011

Consolidated Income Statement

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US\$m	<i>Notes</i>	Year ended 30 November 2011	Year ended 30 November 2010
Revenue			
<i>Turnover</i>			
Premiums and fee income		12,935	11,557
Premiums ceded to reinsurers		(634)	(478)
Net premiums and fee income		12,301	11,079
Investment return	7	1,973	7,240
Other operating revenue	7	114	75
Total revenue		14,388	18,394
Expenses			
Insurance and investment contract benefits		9,601	12,483
Insurance and investment contract benefits ceded		(529)	(403)
Net insurance and investment contract benefits		9,072	12,080
Commission and other acquisition expenses		1,649	1,438
Operating expenses		1,253	1,146
Restructuring, separation and other non-operating costs		50	42
Investment management expenses		225	106
Finance costs		12	9
Change in third party interests in consolidated investment funds		(29)	15
Total expenses	8	12,232	