

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO  
Form 425  
August 26, 2013

**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): **August 23, 2013**

**AMERICAN EQUITY**  
**INVESTMENT LIFE HOLDING COMPANY**

(Exact Name of Registrant as Specified in its Charter)

**Iowa**  
(State or Other Jurisdiction  
of Incorporation)

**001-31911**  
(Commission  
File Number)

**42-1447959**  
(IRS Employer  
Identification No.)

**6000 Westown Parkway, West Des Moines, Iowa 50266**

(Address of Principal Executive Offices) (Zip Code)

**(515) 221-0002**

(Registrant's telephone number, including area code)

**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:

- 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))
-

**Item 8.01 Other Events.**

In a press release on August 23, 2013, American Equity Investment Life Holding Company (the Company) announced that it commenced an exchange offer for any and all of the Company's outstanding 3.50% Convertible Senior Notes due 2015 and any and all of the Company's 5.25% Contingent Convertible Senior Notes due 2029. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release dated August 23, 2013, announcing the commencement of an exchange offer for any and all of the Company's outstanding 3.50% Convertible Senior Notes due 2015 and any and all of the Company's 5.25% Contingent Convertible Senior Notes due 2029. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Date:** August 23, 2013

**AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY**

|        |                                       |
|--------|---------------------------------------|
| By:    | /s/ John M. Matovina                  |
| Name:  | John M. Matovina                      |
| Title: | Chief Executive Officer and President |

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release dated August 23, 2013, announcing the commencement of an exchange offer for any and all of the Company's outstanding 3.50% Convertible Senior Notes due 2015 and any and all of the Company's 5.25% Contingent Convertible Senior Notes due 2029. |