

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
June 11, 2012

**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): June 7, 2012

**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.)

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**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 June 7, 2012, 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 \$200,000,000 aggregate principal amount of the Registrant's 6 3/8% Senior Notes due 2042 (the Notes). Pursuant to the Purchase Agreement, the Registrant also granted the underwriters the right to purchase an additional \$30,000,000 aggregate principal amount of the Notes within 30 days of June 7, 2012 to cover overallocments, if any.

The Notes will be issued under an Indenture dated as of November 12, 1997 between the Registrant and U.S. Bank National Association, as Trustee (the Original Indenture), as supplemented by the Supplemental Indenture dated as of December 3, 1997, the Second Supplemental Indenture dated as of February 3, 2004, the Third Supplemental Indenture dated as of June 17, 2009, the Fourth Supplement Indenture dated as of September 27, 2010 and as proposed to be supplemented by the Fifth Supplemental Indenture to be dated as of June 12, 2012 (the Original Indenture, as supplemented through and including the Fifth Supplemental Indenture, the Indenture). The Notes have been registered under the Securities Act of 1933 (the Act) pursuant to a registration statement on Form S-3 (File No. 333-179867) previously filed with the Securities and Exchange Commission under the Act.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1 Purchase Agreement dated as of June 12, 2012 among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC and Wells Fargo Securities, LLC as representatives of the several underwriters
- 4.1 Form of Fifth Supplemental Indenture between the Registrant and U.S. Bank National Association, as Trustee
- 4.2 Form of 6 3/8% Senior Notes due 2042 (incorporated by reference to Exhibit A to Exhibit 4.1)
- 5 Opinion of Keating Muething & Klekamp PLL
- 23.1 Consents of Keating Muething & Klekamp PLL (included in Exhibit 5)
- 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: June 11, 2012

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

Vice President