

AMERICAN INTERNATIONAL GROUP INC

Form 4

April 26, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMERICAN INTERNATIONAL
GROUP INC

2. Issuer Name **and** Ticker or Trading
Symbol
Kayne Anderson MLP Investment
CO [KYN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
175 WATER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2018

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
See Remarks

NEW YORK, NY 10038

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
4.38% Series W Senior Unsecured Notes due May 26, 2018	04/26/2018		J ⁽¹⁾	6,820,000 D \$ 6,925,380.37	\$ 0	I	Held through subsidiaries (2)
3.57% Series FF Senior Unsecured Notes due April 16, 2023					\$ 9,000,000	I	Held through subsidiaries (3)

3.67% Series
GG Senior
Unsecured
Notes due
April 16,
2025

\$
10,000,000

I

Held
through
subsidiaries
(4)

3.93% Series
KK Senior
Unsecured
Notes due
July 30,
2024

\$
20,000,000

I

Held
through
subsidiaries
(5)

2.89% Series
LL Senior
Unsecured
Notes due
October 29,
2020

\$
33,000,000

I

Held
through
subsidiaries
(6)

3.26% Series
MM Senior
Unsecured
Notes due
October 29,
2022

\$
10,000,000

I

Held
through
subsidiaries
(7)

3.46% Series
OO Senior
Unsecured
Notes due
October 29,
2024

\$
15,000,000

I

Held
through
subsidiaries
(8)

Series H
Mandatory
Redeemable
Preferred
Shares

800,000

I

Held
through
subsidiaries
(9)

Series I
Mandatory
Redeemable
Preferred
Shares

240,000

I

Held
through
subsidiaries
(10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMERICAN INTERNATIONAL GROUP INC
175 WATER STREET
NEW YORK, NY 10038

See Remarks

Signatures

/s/ Geoffrey N. Cornell, Authorized Person

04/26/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The 4.38% Series W Senior Unsecured Notes due May 26, 2018 (the "Series W Notes") were called for redemption by the issuer at a price equal to the principal amount of \$6,820,000 of the redeemed securities plus accrued interest of \$105,380.37 (the "Redemption").

(2) Prior to the Redemption, The Variable Annuity Life Insurance Company ("VALIC"), an indirectly wholly owned subsidiary of American International Group, Inc. ("AIG"), directly held the Series W Notes. Prior to the Redemption, AIG was an indirect beneficial owner of the Series W Notes.

(3) American Home Assurance Company ("AHAC"), an indirect wholly owned subsidiary of AIG, and VALIC directly hold \$4,000,000.00 principal amount and \$5,000,000.00 principal amount, respectively, of the 3.57% Series FF Senior Unsecured Notes due April 16, 2023 (the "Series FF Notes"). AIG is an indirect beneficial owner of the Series FF Notes.

(4) Eaglestone Reinsurance Company ("ERC"), an indirect wholly owned subsidiary of AIG, and VALIC directly hold \$2,300,000.00 principal amount and \$7,700,000.00 principal amount, respectively, of the 3.67% Series GG Senior Unsecured Notes due April 16, 2025 (the "Series GG Notes"). AIG is an indirect beneficial owner of the Series GG Notes.

(5) AHAC and The United States Life Insurance Company in the City of New York ("USLIC"), also an indirect wholly owned subsidiary of AIG, directly hold \$6,775,000.00 principal amount and \$13,225,000.00 principal amount, respectively, of the 3.93% Series KK Senior Unsecured Notes due July 30, 2024 (the "Series KK Notes"). AIG is an indirect beneficial owner of the Series KK Notes.

(6)

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AHAC, Lexington Insurance Company ("Lexington"), also an indirectly wholly owned subsidiary of AIG, and National Union Fire Insurance Company of Pittsburgh, PA ("NUF"), also an indirectly wholly owned subsidiary of AIG, directly hold \$16,014,900.00 principal amount, \$985,100.00 principal amount and \$16,000,000.00 principal amount, respectively, of the 2.89% Series LL Senior Unsecured Notes due October 29, 2020 (the "Series LL Notes"). AIG is an indirect beneficial owner of the Series LL Notes.

- (7) AHAC, Lexington and NUF directly hold \$4,701,500.00 principal amount, \$298,500.00 principal amount and \$5,000,000.00 principal amount, respectively, of the 3.26% Series MM Senior Unsecured Notes due October 29, 2022 (the "Series MM Notes"). AIG is an indirect beneficial owner of the Series MM Notes.

- (8) American General Life Insurance Company ("AGLIC") and Lexington directly hold \$14,750,000.00 principal amount and \$250,000.00 principal amount, respectively, of the 3.46% Series OO Senior Unsecured Notes due October 29, 2024 (the "Series OO Notes"). AIG is an indirect beneficial owner of the Series OO Notes.

- (9) AGLIC and AHAC directly hold 532,000 shares and 268,000 shares, respectively, of the Series H Mandatory Redeemable Preferred Shares (the "Series H MRPS"). AIG is an indirect beneficial owner of the Series H MRPS.

- (10) AHAC and VALIC directly hold 80,000 shares and 160,000 shares, respectively, of the Series I Mandatory Redeemable Preferred Shares (the "Series I MRPS"). AIG is an indirect beneficial owner of the Series I MRPS.

Remarks:

Filed pursuant to Section 30(h) of the Investment Company Act of 1940.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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