

AMERICAN FINANCIAL GROUP INC

Form 8-A12B

August 24, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For registration of certain classes of securities

pursuant to section 12(b) or (g) of the

Securities Exchange Act of 1934

American Financial Group, Inc.

(Exact name of registrant as specified in its charter)

Ohio
(Jurisdiction of incorporation

or organization)

31-0624874
(IRS Employer

Identification No.)

One East Fourth Street, Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

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

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Title of each class

Name of each exchange on

to be registered

which each class is to be registered

5-3/4% Senior Notes due 2042

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which this form relates: 333-179867

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

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are American Financial Group, Inc.'s (the Registrant) 5-3/4% Senior Notes due 2042 (the Senior Notes). For a description of the Senior Notes, see the material set forth in the section captioned "Description of Debt Securities" in the Registrant's registration statement on Form S-3 (File No. 333-179867) filed with the Commission on March 2, 2012 (such registration statement, as amended, including all documents incorporated therein by reference, being herein after referred to as the Registration Statement) and the materials set forth in the section captioned "Description of Senior Notes" in the Prospectus Supplement of the Registrant dated August 21, 2012 and filed with the Commission on August 22, 2012 pursuant to Rule 424(b) under the Securities Act of 1933 which shall supplement the Prospectus contained in the Registration Statement, which is incorporated herein by reference.

Item 2. Exhibits.

- 4.1 Senior Debt Securities Indenture dated as of November 12, 1997, among the Registrant, as Issuer, AFC Holdings Company, as Guarantor and U.S. Bank National Association (formerly known as Star Bank, N.A.), as Trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-A dated April 19, 1999).
- 4.2 Senior Debt Securities Supplemental Indenture dated as of December 3, 1997 among the Registrant, as Issuer, AFC Holdings Company, as Guarantor, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4 from the Registrant's Post-Effective Amendment No.1 to registration number 333-21995 filed on December 5, 1997).
- 4.3 Senior Debt Securities Second Supplemental Indenture dated as of February 3, 2004 between the Registrant, as Issuer, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.3 from the Registrant's Registration Statement on Form 8-A filed on January 30, 2004).
- 4.4 Senior Debt Securities Third Supplemental Indenture dated as of June 17, 2009 between the Registrant, as Issuer, and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 from the Registrant's Current Report on Form 8-K filed on June 5, 2009).
- 4.5 Fourth Supplemental Indenture among the Registrant, as Issuer and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.5 from the Registrant's Form 8-A filed on September 27, 2010).
- 4.6 Fifth Supplemental Indenture among the Registrant, as Issuer and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.5 from the Registrant's Form 8-A filed on June 12, 2012).
- 4.7 Sixth Supplemental Indenture among the Registrant, as Issuer and U.S. Bank National Association, as Trustee.
- 4.8 Form of 5-3/4% Senior Notes due 2042 (included in Exhibit 4.7).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

By: /s/ Mark A. Weiss
Mark A. Weiss
Assistant Vice President and

Assistant Secretary

Dated: August 24, 2012