

AMERICAN GENERAL LIFE INSURANCE CO

Form 4

November 19, 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

CLEARBRIDGE AMERICAN
ENERGY MLP FUND INC. [CBA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

175 WATER STREET

(Street)

NEW YORK, NY 10038

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

11/16/2018

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

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Series A Mandatory Redeemable Preferred Stock	11/16/2018		J ⁽¹⁾	30	D <u>(2)</u> 0	I	Held through subsidiaries <u>(2)</u>
Series B Mandatory Redeemable Preferred Stock	11/16/2018		J ⁽¹⁾	70	D <u>(3)</u> 0	I	Held through subsidiaries <u>(3)</u>
4.51% Series C Senior	11/16/2018		J ⁽¹⁾	16,887,467.92 <u>(4)</u>	D <u>(1)</u> 0	I	Held through

Secured
Notes due
October 15,
2023

subsidiaries
(5)

4.66% Series

D Senior

Secured 11/16/2018
Notes due
October 15,
2025

J(1) 22,643,477.92 D (1) 0 I
(4)

Held
through
subsidiaries
(6)

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Lexington Insurance Co
99 HIGH ST, FLOOR 23
BOSTON, MA 02110-2378

See Remarks

United States Life Insurance Co in the City of New York
175 WATER STREET

See Remarks

NEW YORK, NY 10038

AMERICAN GENERAL LIFE INSURANCE CO
2727-A ALLEN PARKWAY
HOUSTON, TX 77019

See Remarks

Signatures

/s/ Geoffrey N. Cornell, Authorized Signatory of American International Group, Inc.	11/16/2018
__Signature of Reporting Person	Date
/s/ Tanya Kent, Authorized Signatory of Lexington Insurance Company	11/16/2018
__Signature of Reporting Person	Date
/s/ Julie A. Cotton Hearne, Authorized Signatory of The United States Life Insurance Company in The City of New York	11/16/2018
__Signature of Reporting Person	Date
/s/ Julie A. Cotton Hearne, Authorized Signatory of American General Life Insurance Company	11/16/2018
__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) Disposed of pursuant to merger agreement between the issuer and ClearBridge Energy Midstream Opportunity Fund Inc. ("EMO") in exchange for an equivalent security of EMO at the effective time of the merger as described below.

Immediately prior to the effective time of the merger, Lexington Insurance Company ("Lexington") and The United States Life Insurance Company in The City of New York ("USLIC"), each an indirect wholly owned subsidiary of American International Group, Inc. ("AIG"),
(2) directly held 10 shares and 20 shares, respectively, of the Series A Mandatory Redeemable Preferred Stock (the "Series A MRPS"). AIG is an indirect beneficial owner of the Series A MRPS. In connection with the merger, such Series A MRPS were converted into 10 shares and 20 shares, respectively, of the Series D Mandatory Redeemable Preferred Stock of EMO having identical terms.

Immediately prior to the effective time of the merger, American General Life Insurance Company ("AGLIC") and Lexington, each an indirect wholly owned subsidiary of AIG, directly held 47 shares and 23 shares, respectively, of the Series B Mandatory Redeemable
(3) Preferred Stock (the "Series B MRPS"). AIG is an indirect beneficial owner of the Series B MRPS. In connection with the merger, such Series B MRPS were converted into 47 shares and 23 shares, respectively, of the Series E Mandatory Redeemable Preferred Stock of EMO having identical terms.
(4) The amount shown reflects a cash dollar value.

Immediately prior to the effective time of the merger, AGLIC and American Home Assurance Company ("AHAC"), each an indirect wholly owned subsidiary of AIG, directly held \$11,525,696.92 principal amount and \$5,361,771.00 principal amount, respectively, of the
(5) 4.51% Series C Senior Secured Notes due October 15, 2023 (the "Series C Notes"). AIG is an indirect beneficial owner of the Series C Notes. In connection with the merger, the obligations under such Series C Notes were assumed by EMO.

Immediately prior to the effective time of the merger, AGLIC, AHAC, USLIC and The Variable Annuity Life Insurance Company ("VALIC"), each an indirect wholly owned subsidiary of AIG, directly held \$3,000,260.87 principal amount, \$7,189,304.00 principal
(6) amount, \$2,264,347.83 principal amount and \$10,189,565.22 principal amount, respectively, of the 4.66% Series D Senior Secured Notes due October 15, 2025 (the "Series D Notes"). AIG is an indirect beneficial owner of the Series D Notes. In connection with the merger, the obligations under such Series D Notes were assumed by EMO.

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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