

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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, 2019**

**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
(Address of principal executive offices)

50266
(Zip Code)

Registrant's telephone number, including area code: **(515) 221-0002**

(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$1	AEL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

In a press release issued on June 7, 2019, American Equity Investment Life Holding Company announced that its Board of Directors has concluded its previously announced discussions regarding a potential transaction. 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	<u>Press Release dated June 7, 2019</u>

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 hereunto duly authorized.

Date: June 7, 2019

**AMERICAN EQUITY INVESTMENT
LIFE HOLDING COMPANY**

By: /s/ Renee D. Montz
Name: Renee D. Montz
Title: Executive Vice President, General Counsel & Secretary



American Equity No Longer in Discussions Regarding a Potential Transaction

June 7, 2019

WEST DES MOINES, IA – June 7, 2019 – American Equity Investment Life Holding Company (NYSE: AEL) (“American Equity”) announced today that its Board of Directors (the “Board”) is no longer in discussions regarding a potential transaction. Consistent with its fiduciary duties, the Board, with the assistance of financial and legal advisors, assessed the indications of interest it received from certain interested parties that had initiated contact with American Equity. The Board reviewed these indications of interest and engaged in discussions with interested parties, but ultimately determined that further engagement would not result in a transaction that was in the best interest of shareholders.

Commenting on the outlook for American Equity, John Matovina, Chairman and Chief Executive Officer, said: “Significant growth opportunities exist for American Equity as a standalone company because of well-known demographic trends. Our long-term outlook is favorable due to the growing number of Americans who need attractive fixed index annuity products that offer principal protection and guaranteed lifetime income. American Equity is well positioned to take advantage of these opportunities. The value proposition we have always offered our policyholders and distribution partners – transparent products, attractive renewal crediting history, and unparalleled service – remains as attractive as ever. American Equity’s Board and management team are committed to creating value for shareholders and will continue to take actions that position the Company to achieve this objective.”

American Equity does not intend to make further public comments with respect to this announcement and may explore strategic alternatives in the future without making a public announcement.

ABOUT AMERICAN EQUITY

American Equity Investment Life Holding Company, through its wholly-owned operating subsidiaries, issues fixed annuity and life insurance products, with a primary emphasis on the sale of fixed index and fixed rate annuities. American Equity Investment Life Holding Company, a New York Stock Exchange Listed company (NYSE: AEL), is headquartered in West Des Moines, Iowa. For more information, please visit www.american-equity.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This press release and any oral related statements may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements may relate to strategic alternatives, future operations, strategies, financial results or other developments, and are subject to assumptions, risks and uncertainties. Statements such as “guidance”, “expect”, “anticipate”, “believe”, “goal”, “objective”, “target”, “may”, “should”, “estimate”, “projects”, “outlook”, “potential”, “opportunity”, “position” or similar words, as well as specific projections of future events or results qualify as forward-looking statements. Factors that may cause our actual decisions or results to differ materially from those contemplated by these forward-looking statements can be found in American Equity’s Form 10-K and Form 10-Q filed with the Securities and Exchange Commission. Forward-looking statements speak only as of the date the statement was made, and American Equity undertakes no obligation to update such forward-looking statements. There can be no assurance that other factors not currently anticipated by American Equity will not materially adversely affect our results of operations. Investors are cautioned not to place undue reliance on any forward-looking statements made by us or on our behalf.

American Equity Investment Life Holding Company

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