
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): **November 12, 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
(I.R.S. Employer
Identification No.)

6000 Westown Parkway, West Des Moines, Iowa
(Address of principal executive offices)

50266
(Zip Code)

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

Not Applicable
(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:

- ☐ 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
Common Stock, par value \$1

Trading Symbol(s)
AEL

Name of each exchange on which registered
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 November 12, 2019, American Equity Investment Life Holding Company announced that it intends to launch a public offering of depositary shares, each of which represents a 1/1,000th interest in a share of its Fixed-Rate Reset Non-Cumulative Preferred Stock, Series A, par value \$1.00 and \$25,000 liquidation preference per share (equivalent to \$25.00 per depositary share). 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

The following exhibit is being furnished with this Form 8-K.

Exhibit Number	Description
<u>99.1</u>	<u>Press Release dated November 12, 2019.</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document).

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.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY
(Registrant)

Date: November 12, 2019

By: /s/ Renee. D. Montz

Renee. D. Montz

Executive Vice President, General Counsel and Corporate Secretary

News Release



AMERICAN EQUITY
INVESTMENT LIFE HOLDING COMPANY*

For more information, contact:

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FOR IMMEDIATE RELEASE

November 12, 2019

American Equity Announces Proposed Public Offering of Depositary Shares Representing Series A Preferred Stock

WEST DES MOINES, Iowa (November 12, 2019) - American Equity Investment Life Holding Company (NYSE: AEL) ("American Equity" or the "Company") announced today that it intends to launch a public offering of depositary shares, each of which represents a 1/1,000th interest in a share of its Fixed-Rate Reset Non-Cumulative Preferred Stock, Series A, par value \$1.00 and \$25,000 liquidation preference per share (equivalent to \$25.00 per depositary share). The Company intends to grant the underwriters a 30-day option to purchase additional depositary shares to cover over-allotments, if any. The Company intends to apply to list the depositary shares on the NYSE under the symbol "AELPRA." The completion of the proposed offering depends upon several factors, including customary closing, market and other conditions.

The Company intends to use the net proceeds from the offering to redeem eight series of its outstanding subordinated debentures and for general corporate purposes.

Morgan Stanley & Co. LLC, BofA Securities, Inc., Wells Fargo Securities, LLC and RBC Capital Markets, LLC are acting as joint book-running managers for the offering.

The offering will be made pursuant to an existing effective shelf registration statement (including a prospectus) filed with the U.S. Securities and Exchange Commission (the "SEC") and is being made solely by means of a prospectus supplement and accompanying base prospectus. Copies of the prospectus supplement and related base prospectus may be obtained from the SEC's website at www.sec.gov or upon request to: Morgan Stanley & Co. LLC, 180 Varick Street, New York, New York 10014, Attention: Prospectus Department, at 1-866-718-1649 or prospectus@morganstanley.com; BofA Securities, Inc., NC1-004-03-43, 200 North College Street,

3rd floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, at dg.prospectus_requests@baml.com or 1-800-294-1322; Wells Fargo Securities, LLC, 608 2nd Avenue South, Suite 1000, Minneapolis, MN 55402, Attn: WFS Customer Service at wfscustomerservice@wellsfargo.com or toll free at 1-800-645-3751; or RBC Capital Markets, LLC, toll free at 1-866-375-6829 or rbcnyfixedincomeprospectus@rbccm.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the depositary shares, nor shall there be any offer or sale of the depositary shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to 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” or similar words as well as specific projections of future results qualify as forward-looking statements. Factors that may cause our actual results to differ materially from those contemplated by these forward looking statements can be found in the company’s Form 10-K filed with the SEC. Forward-looking statements speak only as of the date the statement was made, and the Company undertakes no obligation to update such forward-looking statements. There can be no assurance that other factors not currently anticipated by the Company 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.

ABOUT AMERICAN EQUITY

American Equity Investment Life Holding Company, through its wholly-owned operating subsidiaries, issues 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.
