

**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): October 1, 2020

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.)
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**6000 Westown Parkway
West Des Moines, IA 50266**
(Address of principal executive offices and 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	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$1	AEL	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 5.95% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series A	AELPRA	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.625% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series B	AELPRB	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 7.01 Regulation FD Disclosure.

In a press release issued on October 1, 2020, American Equity Investment Life Holding Company (the “Company”) confirmed that it received an unsolicited non-binding proposal from Athene Holding Ltd. (NYSE: ATH) with Massachusetts Mutual Life Insurance Company to acquire all outstanding common shares of the Company for \$36.00 per share in cash. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

This report shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.1 attached hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall it be incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference. This report shall not be deemed an admission as to the materiality of any information in this report that is being disclosed pursuant to Regulation FD.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are being furnished with this Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated October 1, 2020.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURE

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: October 1, 2020

**AMERICAN EQUITY
INVESTMENT LIFE HOLDING COMPANY
(Registrant)**

By: /s/ Renee D. Montz
Renee D. Montz
Executive Vice President, General Counsel and Corporate Secretary



American Equity Confirms Receipt of Unsolicited Non-Binding Acquisition Proposal

Shareholders Advised to Take No Action Pending Board Review

WEST DES MOINES, Iowa - October 1, 2020 - American Equity Investment Life Holding Company (NYSE: AEL) today confirmed that it received an unsolicited non-binding proposal from Athene Holding Ltd. (NYSE: ATH) with Massachusetts Mutual Life Insurance Company to acquire all outstanding common shares of American Equity for \$36.00 per share in cash.

Consistent with its fiduciary responsibilities, American Equity's Board of Directors is carefully reviewing the unsolicited proposal in consultation with financial and legal advisors to determine the course of action it believes is in the best interests of the Company and its shareholders and other stakeholders. American Equity shareholders need take no action at this time.

J.P. Morgan and Morgan Stanley are serving as financial advisors to American Equity and Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal counsel.

About American Equity

American Equity Investment Life Holding Company, through its wholly-owned subsidiaries, is a leading issuer of fixed index annuities through independent agents, banks and broker-dealers. 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.

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", "will", "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 the company'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 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.

Contacts

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