

**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 13, 2017**

**AMERICAN EQUITY
INVESTMENT LIFE HOLDING COMPANY**

(Exact Name of Registrant as Specified in 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**

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))

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 on June 13, 2017, American Equity Investment Life Holding Company announced that it intends to offer \$500 million aggregate principal amount of notes in a public offering. 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 13, 2017, announcing proposed \$500 million offering of notes by American Equity Investment Life Holding Company

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 13, 2017

AMERICAN EQUITY INVESTMENT

LIFE HOLDING COMPANY

By: /s/ John M. Matovina
Name: John M. Matovina
Title: Chief Executive Officer and President

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 13, 2017, announcing proposed \$500 million offering of notes by American Equity Investment Life Holding Company

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American Equity Announces Proposed \$500 Million Offering of Notes

WEST DES MOINES, IA — June 13, 2017 — American Equity Investment Life Holding Company (NYSE: AEL) (“American Equity” or the “Company”) announced today that it intends to launch its public offering of senior unsecured notes due 2027 (the “Notes”) pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (the “SEC”) on September 22, 2015. The aggregate principal amount of the offering is expected to be \$500 million.

The Company intends to use the net proceeds of the offering of the Notes: (i) to redeem all of the Company’s 6.625% Senior Notes due 2021 and (ii) to prepay in full the Company’s \$100 million term loan that matures on September 30, 2019.

J.P. Morgan Securities LLC and RBC Capital Markets, LLC will act as joint lead book-running managers of the offering, and Citigroup Global Markets Inc. and SunTrust Robinson Humphrey, Inc. will act as joint book-running managers of the offering. The offering is being made pursuant to an effective shelf registration statement, previously filed by the Company with the SEC, and is being made solely by means of a prospectus supplement and accompanying prospectus. A copy of the prospectus supplement and related base prospectus may be obtained on the SEC’s website at www.sec.gov. Alternatively, the underwriters will provide copies upon request to J.P. Morgan Securities LLC, 383 Madison Ave, New York, NY, 10179, Attention - Investment Grade Syndicate Desk or telephone collect at 1-212-834-4533 or by mail to Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11787, Attention: Post-Sale Fulfillment or to RBC Capital Markets, LLC by mail to 200 Vesey Street, 8th Floor, New York, NY 10281, Attention: DCM Transaction Management, by phone at 1-866-375-6829, by fax at 212-658-6137 or by e-mail at rbcnyfixedincomeprospectus@rbccm.com.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of American Equity.

CAUTION 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 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.
