
**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): **September 15, 2010**

**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 50266
(Address of Principal Executive Offices) (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))
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Item 8.01. Other Events.

In a press release on September 15, 2010, American Equity Investment Life Holding Company announced that it intends to offer convertible senior notes in a private 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.

99.1 Press Release dated September 15, 2010, issued by American Equity Investment Life Holding Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 15, 2010

**AMERICAN EQUITY INVESTMENT
LIFE HOLDING COMPANY**

By: /s/ John M. Matovina

Name: John M. Matovina
Title: Chief Financial Officer and Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated September 15, 2010, issued by American Equity Investment Life Holding Company

**FOR IMMEDIATE RELEASE****September 15, 2010*****For more information, contact:***

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Julie LaFollette, Director of Investor Relations
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AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY ANNOUNCES PROPOSED OFFERING OF CONVERTIBLE SENIOR NOTES

West Des Moines, IA — September 15, 2010 — American Equity Investment Life Holding Company (NYSE: AEL) (“American Equity” or the “Company”) today announced its intention to offer \$150 million aggregate principal amount of Convertible Senior Notes due 2015 (the “notes”), subject to market and other conditions. American Equity also expects to grant the initial purchasers a 13-day over-allotment option to purchase up to an additional \$50 million aggregate principal amount of notes. The notes will be convertible, under certain circumstances, into cash, shares of American Equity’s common stock or a combination of cash and shares of American Equity’s common stock, at American Equity’s election, based on a conversion rate to be determined. The interest rate, conversion rate, conversion price and other terms of the notes will be determined at the time of pricing of the offering. Interest on the notes will be payable semiannually in arrears on March 15 and September 15 of each year, beginning March 15, 2011. The notes will mature on September 15, 2015, unless previously repurchased or converted in accordance with their terms prior to such date. The notes will be the Company’s senior unsecured obligations and will rank equally with all of its existing and future senior unsecured debt and senior to all of its existing and future subordinated debt.

In connection with the offering, American Equity intends to enter into one or more privately negotiated convertible note hedge transactions with one or more counterparties, which may include one or more of the initial purchasers or their respective affiliates and which are expected generally to reduce both the potential dilution upon conversion of the notes and exposure to potential cash payments American Equity may be required to make upon a conversion of the notes. American Equity also intends to enter into one or more privately negotiated warrant transactions with such counterparties. These transactions could separately have a dilutive effect to the extent that the market price per share of its common stock exceeds the strike price of the

warrants. However, subject to certain conditions, American Equity may elect to settle the warrants in cash. If the initial purchasers exercise their over-allotment option, American Equity may sell additional warrants and use a portion of the net proceeds from the sale of the additional notes and the sale of the additional warrants to increase the size of the convertible note hedge transactions.

American Equity has been advised that, in connection with establishing their initial hedges of the convertible note hedge and warrant transactions previously referenced, the counterparties and/or their respective affiliates expect to purchase shares of American Equity’s common stock and/or enter into various derivative transactions with respect to American Equity’s common stock concurrently with, or shortly after, the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the price of American Equity’s common stock at that time. In addition, the counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to American Equity’s common stock and/or purchasing or selling American Equity’s common stock in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so during any observation period related to a conversion of notes). This activity could also cause or avoid an increase or a decrease in the market price of American Equity’s common stock or the notes, which could affect the ability of holders to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of notes, it could affect the number of shares and value of the consideration that holders will receive upon conversion of the notes.

American Equity intends to use a portion of the net proceeds of the offering to pay American Equity’s cost of the convertible note hedge transactions described above, taking into account the proceeds to American Equity of the warrant transactions described above, and to use the balance of the net proceeds of the offering to repay outstanding amounts of principal and interest under its credit facility, to repurchase outstanding convertible notes, and for general corporate purposes.

The notes, convertible note hedges, warrants and the shares of common stock underlying such securities have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any applicable state securities laws, and will be offered only to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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

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 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 and 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.
