

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hayes Michael E</u> (Last) (First) (Middle) <u>6000 WESTOWN PARKWAY</u> (Street) <u>WEST DES MOINES IA 50266</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN EQUITY INVESTMENT LIFE HOLDING CO [AEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2024		D		3,995	D	(1)(2)(3)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

1. On May 2, 2024, pursuant to the Agreement and Plan of Merger (the Merger Agreement), dated as of July 4, 2023, by and among the Issuer, Brookfield Reinsurance Ltd., a Bermuda exempted company limited by shares (Parent), Arches Merger Sub, Inc., an Iowa corporation and an indirect wholly owned subsidiary of Parent (Merger Sub), and Brookfield Asset Management Ltd., a company incorporated under the laws of the Province of British Columbia (BAM), the Issuer merged with and into Merger Sub, with the Issuer surviving as a wholly-owned subsidiary of Parent (the Merger).

2. Pursuant to the Merger Agreement, at the effective time of the Merger (the Effective Time), each issued and outstanding share of common stock, par value \$1.00 per share, of the Issuer (AEL Common Stock) was exchanged for (i) \$38.85 per share in cash, without interest (the Cash Consideration) and (ii) a number of fully-paid and nonassessable shares of class A limited voting shares of BAM (BAM Class A Stock) equal to the Exchange Ratio (as defined in the Merger Agreement) (the Stock Consideration, together with the Cash Consideration, the Merger Consideration), for an aggregate value of \$56.50 per share of AEL Common Stock based on the 10-day volume-weighted average share price of BAM Class A Stock (measured five business days prior to May 2, 2024) (the BAM Class A Stock Price).

3. Includes 3,303 shares of AEL Common Stock subject to vesting conditions (AEL Restricted Stock). Pursuant to the Merger Agreement, at the Effective Time, each award of AEL Restricted Stock that was outstanding immediately prior to the Effective Time automatically had any restrictions thereon lapsed and was converted into the right to receive a cash payment, without interest, equal to the product of (i) the number of shares of AEL Restricted Stock subject to such award immediately prior to the Effective Time and (ii) \$55.

Remarks:

/s/ Michael E. Hayes 05/06/2024
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.