

AMERICAN FINANCIAL GROUP INC
Form 8-K
January 30, 2004

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):

January 28, 2004

AMERICAN FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Ohio

1-13653

31-0624874

(State or other jurisdiction of
incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

One East Fourth Street, Cincinnati, Ohio

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(513) 579-2121

(Former name or former address, if changed since last report.)

Item 5. Other Events.

On January 28, 2004, American Financial Group, Inc., an Ohio corporation (AFG), entered into a Purchase Agreement relating to the sale of \$115,000,000 principal amount of 8-1/2% Senior Debentures due 2034 (the Senior Debentures) to be issued by AFG under a registration statement on Form S-3 (No. 333-106657). This Current Report on Form 8-K is being filed in connection with the issuance of the Senior Debentures.

The prospectus supplement dated January 28, 2004 relating to the issuance of the Senior Debentures (the Prospectus Supplement) is amended to add the following sentence on the cover page:

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Investing in the debentures involves risks. See Risk Factors beginning on page 4 of the accompanying prospectus.

The base prospectus dated January 28, 2004 delivered with the Prospectus Supplement is amended to add the following sentence on the cover page:

Investing in the securities described in this prospectus involves risks that are described in the Risk Factors section beginning on page 4 of this prospectus.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 1 Purchase Agreement
- 4 Form of Second Supplemental Indenture (including form of Senior Debentures) (filed as Exhibit 4.3 to the Form 8-A Registration Statement filed by AFG on January 30, 2004)
- 5 Opinion of Keating, Muething & Klekamp, P.L.L.

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 FINANCIAL GROUP, INC.

Date: January 29, 2004

BY: /s/James C. Kennedy

James C. Kennedy
Deputy General Counsel, Vice President and Secretary