

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO  
Form 8-K  
January 03, 2011

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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): December 31, 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))



Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

Steven G. Chapman, an independent director of the Company's board of directors (the "Board"), resigned from the Board effective December 31, 2010. Section 303A.01 of the New York Stock Exchange ("NYSE") corporate governance listing standards requires all publicly-traded companies to have a majority of independent directors serving on the board. The Company provided notice to the NYSE of its non-compliance on January 3, 2011 due to Mr. Chapman's resignation. The Company intends to appoint a new independent director to the Board. The Company is in the process of evaluating potential candidates and expects to appoint a new independent director within the next sixty days.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth in Item 3.01 above is incorporated herein by reference.

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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: January 3, 2011

AMERICAN EQUITY INVESTMENT  
LIFE HOLDING COMPANY

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