

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO
Form S-4
August 26, 2013

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Subject to completion, as filed with the Securities and Exchange Commission on August 23, 2013

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

Iowa
(State or other jurisdiction
of incorporation)

6311
(Primary Standard Industrial
Classification Code Number)
6000 Westown Parkway
West Des Moines, Iowa 50266
(515) 221-0002

42-1447959
(IRS Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

William R. Kunkel
Executive Vice President Legal and General Counsel
6000 Westown Parkway
West Des Moines, Iowa 50266
(512) 221-0002

(Name, address, including zip code, and telephone number, including are code, of agent for service)

Copies to:

Shilpi Gupta
Skadden, Arps, Slate, Meagher & Flom LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Approximate date of commencement of proposed sale of the securities to the public:

The offering of the securities registered hereby is to commence promptly following the initial filing of this Registration Statement. No tendered securities will be accepted for exchange until this Registration Statement has been declared effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Common stock, par value \$1.00 per share	(1)	\$69,735,946.79	\$9,511.98

(1) This Registration Statement registers shares of the Registrant's common stock that may be issued in connection with the exchange offer by the Registrant as a portion of the consideration for all of the Registrant's outstanding 5.25% Contingent Convertible Senior Notes due 2029 (the "Notes"). The number of shares is not included in the "Calculation of Registration Fee Table" in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").

(2) Estimated in accordance with Rules 457(f)(1) and (f)(3) and Rule 457(o) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the bid and asked prices as of August 22, 2013.

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The information in this preliminary prospectus is not complete and may be changed. This preliminary prospectus is not an offer to sell securities and we are not soliciting an offer to buy securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED AUGUST 23, 2013

PROSPECTUS

American Equity Investment Li