

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): November 22, 2023

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, IA 50266
(Address of principal executive offices and 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$1	AEL	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 5.95% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series A	AELPRA	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 6.625% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series B	AELPRB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On November 22, 2023, American Equity Investment Life Holding Company, an Iowa corporation (the “**Company**”) received a notice required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), regarding a blackout period under each of the American Equity Investment Employee Stock Ownership Plan (the “**ESOP**”) and the American Equity Investment Profit Sharing and 401(k) Plan (the “**401(k) Plan**”, together with the ESOP, the “**Plans**”) with respect to shares of the Company’s common stock, par value \$1.00 per share (“**Common Shares**”). The blackout period is required to facilitate the merger of the ESOP with and into the 401(k) Plan, effective January 1, 2024 and process the associated transfer of the Common Shares from the ESOP into the ESOP-related accounts within the 401(k) Plan.

The blackout period with respect to the ESOP is expected to begin on December 26, 2023 (and, for the resulting ESOP portion of the 401(k) Plan, January 1, 2024) and end on January 15, 2024. Until the end of the blackout period, no distributions or withdrawals from the ESOP (or ESOP-related accounts within the 401(k) Plan) may be made. With respect to the 401(k) Plan, it is expected that beginning January 1, 2024 and ending on January 15, 2024, the ESOP portion of the 401(k) Plan may not be invested in other investment alternatives under the 401(k) Plan.

Pursuant to Regulation BTR as promulgated by the SEC, a blackout period will be imposed on all of the Company’s directors and executive officers with respect to equity securities acquired in connection with their service to the Company. Concurrently with the filing of this Current Report on Form 8-K, the Company is sending a notice to its directors and executive officers pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the SEC’s Regulation BTR informing them of the blackout period with respect to the 401(k) Plan, during which time they will be prohibited from engaging in transactions in the Company’s equity securities acquired in connection with their service to the Company and its subsidiaries (the “**Notice**”). A copy of the Notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached as Exhibit 99.1 and incorporated herein by reference.

Inquiries concerning the blackout period for the Plans may be directed, without charge, to Steven Schwartz, Head of Investor Relations, 6000 Westown Parkway West Des Moines, IA 50266, or by telephone at (515) 273-3763.

Item 9.01 Financial Statements And Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Notice to Company Directors and Section 16 Insiders Regarding Limitations on Trading in Company Securities During Blackout Period for the Company Profit Sharing and 401(k) Plan, dated as of November 29, 2023.</u>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

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 EQUITY INVESTMENT LIFE HOLDING COMPANY

Date: November 29, 2023

By: /s/ Axel Andre

Axel Andre

Executive Vice President and Chief Financial Officer

**Important Notice to American Equity Investment Life Holding Company (AEL)
Directors and Section 16 Insiders**

**Limitations on Your Trading in AEL Securities
During Blackout Period for the AEL Profit Sharing and 401(k) Plan**

American Equity Investment Life Holding Company (“AEL”) has decided to merge the American Equity Investment Employee Stock Ownership Plan (“ESOP”) with and into the American Equity Investment Profit Sharing and 401(k) Plan (the “401(k) Plan”) effective January 1, 2024. After the plan merger, there will only be a single 401(k) Plan with an AEL stock fund consisting of the shares transferred from the former ESOP. Participants will be permitted to transfer out of the AEL stock fund (but will not be permitted to make future purchases of AEL stock). To process this plan merger and transfer the AEL common stock to the ESOP-related account within the 401(k) Plan, there will be a temporary period of time during which participants will not be permitted to transfer out of the AEL stock fund (a “blackout period”).

Under the Sarbanes-Oxley Act of 2002, the directors and executive officers of AEL are generally prohibited from engaging in transactions involving AEL’s equity securities (including stock appreciation rights and other derivatives based on AEL common stock) during this blackout period.

The blackout period for the 401(k) Plan is expected to begin January 2, 2024, and is expected to last through January 15, 2024. You will be notified of any changes that affect the commencement date or length of the blackout period.

Generally, during the blackout period, you are prohibited from directly or indirectly, purchasing, selling or otherwise transferring any “equity security” of AEL that you acquired in connection with your service as a director or an executive officer. “Equity securities” are defined broadly to include stock options, stock appreciation rights, restricted stock units and other derivatives. Prohibited transactions include those involving your direct ownership, as well as any transaction in which you have a pecuniary interest. For example, you may be deemed to have an interest in transactions in equity securities of AEL by your family members.

The prohibition covers securities acquired “in connection with service as a director or employment as an executive officer.” This includes, among other things, securities acquired under a compensatory plan or contract (such as under a stock option, stock appreciation right, restricted stock unit or restricted stock grant), (1) as a direct or indirect inducement to employment or joining the Board of Directors, and (2) as awards during the course of your employment or service as a director. Securities acquired outside of your service as a director or executive officer (such as shares acquired when you were an employee but not yet an executive officer) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

If you engage in a transaction that violates these rules, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

The rules summarized above are complex, and criminal and civil penalties could be imposed upon directors and executive officers who violate them. We therefore request that you contact Steven Schwartz, Head of Investor Relations, at (515) 273-3763, with any questions regarding this notice or the blackout period, before engaging in any transaction involving AEL stock or derivatives based on AEL stock during the blackout period or if you believe that any such transaction in which you have a pecuniary interest may occur during the blackout period.
