

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): April 1, 2015

**AMERICAN FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other jurisdiction  
of incorporation)

**1-13653**

(Commission File Number)

**31-1544320**

(IRS Employer  
Identification No.)

**301 East Fourth Street, Cincinnati, OH**

(Address of principal executive offices)

**45202**

(Zip Code)

Registrant's telephone number, including area code: **(513) 579-2121**

(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 (*see* General Instruction A.2. below):

- 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))

### Section 3 - Securities and Trading Markets

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

The common stock of American Financial Group, Inc. (the "Registrant") is primarily listed on the New York Stock Exchange ("NYSE"), and the Registrant maintains a dual listing on The Nasdaq Stock Market LLC ("Nasdaq").

On April 1, 2015, the Registrant announced that it had notified Nasdaq that it plans to terminate and voluntarily withdraw the dual listing of its common stock from Nasdaq and list its common stock solely on the NYSE. AFG obtained a dual listing for its common stock on Nasdaq in April 2004. After many years of experience with dual listing, the Registrant has determined that its common stock should trade on a single national securities exchange in order to, among other things, eliminate the administrative costs and burdens associated with maintaining the listing of its common stock on multiple securities exchanges.

The Registrant anticipates that the last trading day of its dual listing on Nasdaq will be April 16, 2015, and the Registrant will file the required Form 25 to effectuate its withdrawal.

A copy of the press release announcing the Registrant's termination and withdrawal of its dual listing on Nasdaq is filed as an exhibit with this Current Report on Form 8-K.

#### Item 9.01 Financial Statements and Exhibits

##### (d) Exhibits.

99.1 Press release dated April 1, 2015

#### 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 thereunto duly authorized.

Date: April 2, 2015

**AMERICAN FINANCIAL GROUP, INC.**

By: /s/ Mark A. Weiss

Mark A. Weiss

Vice President



Press Release

EXHIBIT 99.1**American Financial Group, Inc. Declares Quarterly Dividend and Announces Termination of Dual Listing of Common Stock**

Cincinnati, Ohio – April 1, 2015 – American Financial Group, Inc. (NYSE/Nasdaq: AFG) announced that it has declared a regular dividend of \$0.25 per share of American Financial Group Common Stock. The dividend is payable on April 27, 2015 to holders of record on April 15, 2015.

The Company also announced today that it plans to terminate and voluntarily withdraw the dual listing of its common stock from the Nasdaq exchange and list its common stock solely on the NYSE. AFG obtained a dual listing for its common stock on Nasdaq in April 2004. After many years of experience with dual listing, AFG has determined that its common stock should trade on a single national securities exchange in order to, among other things, eliminate the administrative costs and burdens associated with maintaining the listing of its common stock on multiple securities exchanges. AFG anticipates that its last trading day of its dual listing on the Nasdaq exchange will be April 16, 2015.

**About American Financial Group, Inc.**

American Financial Group is an insurance holding company, based in Cincinnati, Ohio with assets of over \$45 billion. Through the operations of Great American Insurance Group, AFG is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses, and in the sale of fixed and fixed-indexed annuities in the retail, financial institutions and education markets. Great American Insurance Group's roots go back to 1872 with the founding of its flagship company, Great American Insurance Company.

Contact:

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Websites:

[www.AFGinc.com](http://www.AFGinc.com)  
[www.GreatAmericanInsuranceGroup.com](http://www.GreatAmericanInsuranceGroup.com)

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