
Section 1: 8-K (FORM 8-K OF AMERICAN EXPRESS COMPANY)

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): **August 29, 2018**

AMERICAN EXPRESS COMPANY

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

1-7657
(Commission File Number)

13-4922250
(IRS Employer
Identification No.)

**200 Vesey Street,
New York, New York**
(Address of principal executive offices)

10285
(Zip Code)

Registrant's telephone number, including area code: **(212) 640-2000**

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 (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))

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 8.01 Other Events

American Express Company (the "Company") has received notice of an unsolicited "mini-tender" offer by Baker Mills LLC to purchase up to 45,000 shares of the Company's common stock at an offer price of \$82.00 per share, which is 20.41% lower than the \$103.03 per share closing price for the Company's common stock on August 17, 2018, the last trading day prior to the commencement of the offer.

The Company does not endorse Baker Mills' unsolicited mini-tender offer and recommends that shareholders do not tender their shares. The Company also recommends that any shareholders who have already tendered their shares withdraw them by providing the notice described in the offering documentation before the expiration of the offer, which is currently scheduled for 5:00 p.m. New York City time on September 18, 2018. The Company is not associated in any way with Baker Mills, its mini-tender offer, or its mini-tender offer documentation.

A copy of the Company's press release containing additional information regarding Baker Mills' mini-tender offer is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press release of American Express Company, dated August 29, 2018.](#)

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 EXPRESS COMPANY
(REGISTRANT)

By: /s/ Tangela S. Richter
Name: Tangela S. Richter
Title: Corporate Secretary

Date: August 29, 2018

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Section 2: EX-99.1 (EXHIBIT 99.1)

EXHIBIT 99.1

News Release

News Release

News Release

News Release



FOR IMMEDIATE RELEASE

Media Contact:

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AMERICAN EXPRESS RECOMMENDS SHAREHOLDERS REJECT "MINI-TENDER" OFFER BY BAKER MILLS LLC

Baker Mills Offer Significantly Lower than American Express Closing Share Price Prior to the Date of the Offer

NEW YORK -- August 29, 2018 -- American Express Company (NYSE: AXP) announced today that it has received notification of an unsolicited "mini-tender" offer by Baker Mills LLC to purchase up to 45,000 shares, or approximately 0.005%, of the outstanding common stock of the company as of July 18, 2018, at a price of \$82.00 per share. Baker Mills' offer price is 20.41% less than the \$103.03 closing price per share of the company's common stock on August 17, 2018, the last trading day before the mini-tender offer commenced.

American Express does not endorse Baker Mills' mini-tender offer and recommends that the company's shareholders do not tender their shares in response to the offer because the offer is at a price significantly below the current market price for the company's shares and subject to several conditions. The company also recommends that any shareholders who have tendered shares to Baker Mills withdraw those shares by providing the notice described in the offering documentation before the expiration of the offer, which is currently scheduled for 5:00 p.m. New York City time on September 18, 2018.

American Express is not associated in any way with Baker Mills, its mini-tender offer or the mini-tender offer documentation.

American Express urges its shareholders to obtain current market quotations for their shares, review the conditions to Baker Mills' mini-tender offer, consult with their brokers or financial advisors and exercise caution with respect to Baker Mills' mini-tender offer.

Baker Mills has made similar unsolicited mini-tender offers for shares of other public companies. Mini-tender offers are designed to seek five percent or less of a company's outstanding shares, thereby avoiding many disclosure and procedural requirements under United States securities laws that apply to tender offers for more than five percent of a company's outstanding shares. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under United States securities laws. The U.S. Securities and Exchange Commission ("SEC") has cautioned investors about mini-tender offers noting that "some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price." The SEC's Investor Tips regarding mini-tender offers may be found on its website at: <http://www.sec.gov/investor/pubs/minitend.htm>.

American Express encourages brokers and dealers, as well as other market participants, to review the SEC's letter regarding broker-dealer mini-tender offer dissemination and disclosures at www.sec.gov/divisions/marketreg/minitenders/sia072401.htm and NASD's Notice to Members 99-53, issued July 1999, regarding guidance to members forwarding mini-tender offers to their customers, which can be found at www.finra.org/web/groups/industry/@ip/@reg/@notice/documents/notices/p004221.pdf.

American Express requests that a copy of this press release be included with all distributions of materials relating to Baker Mills' mini-tender offer for shares of the company's common stock.

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About American Express

American Express is a globally integrated payments company, providing customers with access to products, insights and experiences that enrich lives and build business success. Learn more at americanexpress.com and connect with us on facebook.com/americanexpress, instagram.com/americanexpress, linkedin.com/company/american-express, twitter.com/americanexpress, and youtube.com/americanexpress.

Key links to products, services and corporate responsibility information: charge and credit cards, business credit cards, travel services, gift cards, prepaid cards, merchant services, Accertify, InAuth, corporate card, business travel, and corporate responsibility.

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