

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO
Form DEFA14A
April 19, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

American Equity Investment Life Holding Company

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on June 1, 2017 at 1:30 PM Central Daylight Time

6000 Westown Parkway, West Des Moines, IA 50266

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report to Shareholders are available at <http://www.viewproxy.com/americanequity/2017>.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 24, 2017 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.

To the Shareholders of American Equity Investment Life Holding Company

Notice is hereby given that the Annual Meeting of Shareholders of American Equity Investment Life Holding Company will be held on June 1, 2017 at 1:30 p.m. Central Daylight Time at 6000 Westown Parkway, West Des Moines, IA 50266 for the following purposes:

1. Election of Directors.

For a three-year term:

01 Joyce A. Chapman, 02 James M. Gerlach, 03 Robert L. Howe,

04 William R. Kunkel, 05 Debra J. Richardson

For a one-year term:

06 Brenda J. Cushing

2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2017.
3. To approve, on an advisory basis, the compensation of our named executive officers.
4. To recommend, by non-binding vote, the frequency of holding future votes on executive compensation.

Note: To transact such other business as may properly come before the meeting.

The Board recommends a vote FOR all nominees listed in Proposal 1, FOR Proposals 2 and 3, and FOR 1 YEAR for Proposal 4.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our shareholders via the Internet.

Material for this Annual Meeting and future meetings may be requested by one of the following methods:

To view your proxy materials online, go to <http://www.viewproxy.com/americanequity/2017>. Have the 11 digit control number available when you access the website and follow the instructions.

877-777-2857

TOLL FREE

requests@viewproxy.com

* If requesting material by e-mail, please send a blank e-mail with the company name and your

11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

You must use the 11 digit control number located in the box below.

CONTROL NO.

American Equity Investment Life Holding Company

6000 Westown Parkway, West Des Moines, IA 50266

The following proxy materials are available to you to review at:

<http://www.viewproxy.com/americanequity/2017>

Proxy Statement 2017/Annual Report 2016

To obtain directions to the Annual Meeting, call 1-888-221-1234

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by internet or request hard copy.

You May Vote Your Proxy When You View The Material On The Internet.

You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call **1-877-777-2857**

or

By logging onto <http://www.viewproxy.com/americanequity/2017>

or

By email at: requests@viewproxy.com

Please include the company name and your control number in the subject line.

