

AMERICAN FINANCIAL GROUP INC
Form 424B5
August 16, 2016

CALCULATION OF REGISTRATION FEE

| Title Of Each Class Of Securities To Be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee ⁽¹⁾ |
|---|----------------------------|---|--|---|
| 3.500% Senior Notes due 2026 | \$ 300,000,000 | 99.608 % | \$ 298,824,000 | \$ 30,092 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202421**

**PROSPECTUS SUPPLEMENT
(To Prospectus Dated March 2, 2015)**

\$300,000,000

3.500% Senior Notes due 2026

We are offering \$300,000,000 aggregate principal amount of 3.500% senior notes due 2026 (the "senior notes"). Interest on the senior notes is payable semi-annually in arrears on February 15 and August 15 of each year, beginning on February 15, 2017. The senior notes will mature on August 15, 2026. Prior to May 15, 2026 (the date that is three months prior to the maturity date of the senior notes), we may redeem the senior notes, in whole or in part, at any time at the "make-whole" redemption price described herein. On or after May 15, 2026 (the date that is three months prior to the maturity date of the senior notes), we may redeem the senior notes, in whole or in part, at any time at a redemption price equal to 100% of the principal amount of any senior notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date, as described herein.

We intend to use the approximately \$296.2 million of net proceeds from this offering to fund a portion of the Merger Consideration (as defined herein) payable in connection with the National Interstate Merger (as defined herein). This offering is not conditioned upon, and will be consummated before, the closing of the National Interstate Merger. We currently expect that the closing of the National Interstate Merger will occur in the fourth quarter of 2016, subject to the receipt of applicable regulatory and shareholder approvals.

The senior notes will be unsecured senior obligations of our company and will rank equally with all of our other unsecured senior indebtedness. The senior notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Investing in the senior notes involves risks that are described in "Risk Factors" beginning on page S-4 of this prospectus supplement, page 3 of the accompanying prospectus and in Item 1A "Risk Factors" beginning on page 14 of our Annual Report on Form 10-K for the year ended December 31, 2015.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

| | Per Senior Note | Total |
|---|--------------------|----------------|
| Public Offering Price ⁽¹⁾ | 99.608 % | \$ 298,824,000 |
| Underwriting discount | 0.65 % | \$ 1,950,000 |
| Proceeds, before expenses, to us ⁽¹⁾ | 98.958 % | \$ 296,874,000 |

(1) Plus accrued interest, if any, from August 22, 2016, to the date of delivery.

We expect that the senior notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants on or about August 22, 2016.

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Wells Fargo Securities

Co-Managers

Barclays

BB&T Capital Markets

Huntington Investment Company

KeyBanc Capital Markets

MUFG

PNC Capital Markets LLC

US Bancorp

The date of this prospectus supplement is August 15, 2016.

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This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf registration process, we may, from time to time, sell the securities described in this prospectus supplement and the accompanying prospectus in one or more offerings. You should read both this prospectus supplement and the accompanying prospectus together with the documents incorporated by reference herein and therein described in this prospectus supplement and the accompanying prospectus under the heading **Where You Can Find More Information.**

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus relating to this offering prepared by us or on our behalf. We have not, and the underwriters have not, authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus or any other documents incorporated by reference is accurate only as of the respective dates of those documents in which the information is contained. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

This prospectus supplement and the accompanying prospectus summarize certain documents and other information, and we refer you to them for a more complete understanding of what we discuss in this prospectus supplement and the accompanying prospectus. In making an investment decision, you should rely on your own examination of our company and the terms of this offering and the senior notes, including the merits and risks involved.

We are not, and the underwriters are not, making any representation to any purchaser of the senior notes regarding the legality of an investment in the senior notes by such purchaser. You should not consider any information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the senior notes.

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PROSPECTUS SUPPLEMENT SUMMARY

The summary contains basic information about us, the senior notes and this offering. Because this is a summary, it does not contain all the information you should consider before investing in the senior notes. You should carefully read this summary together with the more detailed information, financial statements and notes to the financial statements contained elsewhere or incorporated by reference into this prospectus supplement or the accompanying prospectus. To fully understand this offering, you should read all of these documents. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, the information in this prospectus supplement shall control. Unless otherwise indicated or the context otherwise requires, all references in this prospectus supplement and the accompanying prospectus to AFG, we, us and our refer to American Financial Group, Inc., an insurance holding company incorporated in Ohio, and its subsidiaries.

American Financial Group, Inc.

General

American Financial Group, Inc. (AFG) is a holding company that, through subsidiaries, 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.

Our address is 301 East Fourth Street, Cincinnati, Ohio 45202; our phone number is (513) 579-2121. SEC filings, news releases, AFG's Code of Ethics applicable to directors, officers and employees and other information may be accessed free of charge through AFG's Internet site at: www.AFGinc.com. Other than the information specifically contained or incorporated by reference in this prospectus supplement or the accompanying prospectus, information on our website is not part of this prospectus supplement or the accompanying prospectus.

Holding Company Structure

As a holding company, our cash flow and our ability to service our debt, including the senior notes, are dependent upon the earnings of our subsidiaries and on the distribution of earnings, loans or other payments by our subsidiaries to us. Payment of dividends by our insurance subsidiaries may require prior regulatory notice or approval. The senior notes will be structurally subordinated to all existing and future obligations of our subsidiaries, including claims of policyholders, which means that holders of obligations of our subsidiaries have claims on the assets of those subsidiaries that have priority to claims of holders of the senior notes. Our subsidiaries are distinct legal entities having no obligation to pay any amounts pursuant to the senior notes or to make funds available to us. The indenture governing the senior notes does not limit the amount of debt that we or any of our subsidiaries may incur.

National Interstate Acquisition

On July 25, 2016, we announced that we reached an agreement with National Interstate Corporation, an Ohio corporation (National Interstate) to acquire all of the outstanding common shares, par value \$0.01 per share (the National Interstate Common Shares) of National Interstate that are not currently owned by Great American Insurance Company (Great American), an Ohio corporation and our wholly-owned subsidiary, pursuant to the terms of the

Agreement and Plan of Merger (the Merger Agreement), by and among Great American, GAIC Alloy, Inc., an Ohio corporation and wholly-owned subsidiary of Great American (Merger Sub), and National Interstate. Great American is currently the owner of 51.0% of the outstanding National Interstate Common Shares.

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The Merger Agreement provides for the merger of Merger Sub with and into National Interstate with National Interstate surviving the merger as a subsidiary of Great American (the National Interstate Merger). Pursuant to the transactions contemplated by the Merger Agreement, each outstanding National Interstate Common Share (other than National Interstate Common Shares owned by National Interstate, Great American, Merger Sub and holders who have properly exercised dissenters' rights under Ohio law) will be converted into the right to receive \$32.00 per Common Share in cash, without interest and less any required withholding taxes (the Merger Consideration). In addition, the Merger Agreement provides that National Interstate will declare a special cash dividend of \$0.50 per Common Share payable immediately prior to the effective time of the National Interstate Merger to shareholders of record as of such time (the Special Dividend).

Pursuant to the terms of the Merger Agreement, at the effective time of the National Interstate Merger, each outstanding option to purchase National Interstate Common Shares granted under National Interstate's Long Term Incentive Plan (the National Interstate Options), whether or not vested, will be cancelled in exchange for the right to receive a lump sum cash payment equal to the product of (a) the excess, if any, of (i) the sum of the Merger Consideration and \$0.50 over (ii) the per share exercise price for such National Interstate Option and (b) the total number of National Interstate Common Shares underlying such National Interstate Company Option, less applicable taxes required to be withheld. In addition, at the effective time of the National Interstate Merger, each outstanding award of restricted Common Shares granted under the Company's Long Term Incentive Plan (the National Interstate Restricted Share Award) will be cancelled in exchange for the right to receive a lump sum cash payment equal to the product of (i) the Merger Consideration and (ii) the number of National Interstate Common Shares subject to such National Interstate Restricted Share Award, less applicable taxes required to be withheld. All such payments will be made by the surviving corporation, without interest, as promptly as reasonably practicable following the effective time of the National Interstate Merger, and in no event later than 10 business days thereafter.

Consummation of the National Interstate Merger is subject to certain customary conditions, including approval by National Interstate's shareholders as described below and receipt of required regulatory approvals. The obtaining of financing is not a condition to the obligations of Great American or Merger Sub to effect the National Interstate Merger. The National Interstate Merger is conditioned upon the approval of a resolution to adopt the Merger Agreement by the affirmative vote of (i) holders of the National Interstate Common Shares entitled to at least two-thirds of the voting power of National Interstate and (ii) at least a majority of all of the National Interstate Common Shares held by shareholders other than Great American and its affiliates, in each case, entitled to vote on such matter at a meeting of shareholders duly called and held for such purpose. Great American has agreed to vote all of the National Interstate Common Shares it owns in favor of adoption of the Merger Agreement, as have certain other shareholders of National Interstate Common Shares owning in the aggregate approximately 10% of the National Interstate Common Shares.

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The Offering

Issuer

American Financial Group, Inc.

Securities Offered

\$300,000,000 principal amount of 3.500% senior notes due August 15, 2026.

Use of Proceeds

We intend to use the net proceeds of this offering to fund a portion of the purchase price to acquire all of the National Interstate Common Shares that are not currently owned by Great American through the National Interstate Merger which is expected to close in the fourth quarter of 2016. This offering, however, is not conditioned upon, and will be consummated before, the closing of the National Interstate Merger. To the extent the National Interstate Merger is not consummated, the Company intends to use the net proceeds of this offering for general corporate purposes, which may include acquisitions and repurchases of our outstanding common stock. Pending application of the net proceeds, we may invest them in marketable securities. See Use of Proceeds.

Maturity

The senior notes will mature on August 15, 2026.

Interest

The senior notes will bear interest at 3.500% per year. Interest on the senior notes will be payable semi-annually in arrears on February 15 and August 15 of each year, beginning on February 15, 2017. Interest will accrue from and including August 22, 2016.

Optional Redemption

Prior to May 15, 2026 (the date that is three months prior to the maturity date of the senior notes), we may redeem the senior notes at our option on not less than 30 days , but not more than 60 days , prior written notice, in whole or in part, at the make-whole redemption price described under the heading Description of the Senior Notes Optional Redemption. On or after May 15, 2026 (the date that is three months prior to the maturity date of the senior notes), we may redeem the senior notes, in whole or in part, at any time at a redemption price equal to 100% of the principal amount of any senior notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date, as described under the heading Description of the Senior Notes Optional Redemption.

Ranking

The senior notes are senior unsecured obligations and rank equally with all of our other unsecured and unsubordinated indebtedness.

Trustee

U.S. Bank National Association.

Risk Factors

Investing in the senior notes involves risks that are described in the Risk Factors section beginning on page S-4 of this prospectus supplement, page 3 of the accompanying prospectus and those risk factors incorporated by reference into this prospectus supplement and the accompanying prospectus from our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and other documents set forth under Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

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RISK FACTORS

Before you invest in the senior notes, you should carefully consider the risks involved. Accordingly, you should carefully consider the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors listed below, in the prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2015 and in the other documents incorporated by reference in this prospectus supplement.

The Merger Agreement may be terminated in accordance with its terms and the National Interstate Merger may not be completed.

The Merger Agreement is subject to a number of conditions that must be fulfilled in order to complete the National Interstate Merger, including receipt of required shareholder approvals and governmental approvals, including insurance regulatory approvals, and other customary closing conditions. In addition, if the National Interstate Merger has not been consummated on or prior to February 15, 2017, either National Interstate or Great American may choose not to proceed with the National Interstate Merger, and the parties can mutually decide to terminate the Merger Agreement at any time prior to the effective time of the National Interstate Merger. In addition, either Great American or National Interstate may elect to terminate the Merger Agreement in certain other circumstances.

There may not be a public market for the senior notes.

The senior notes are a new issue of securities with no established trading market. We do not intend to list the senior notes on a national securities exchange. We have been advised by the underwriters that the underwriters intend to make a market in the senior notes but are not obligated to do so and may discontinue market making at any time without notice. We cannot assure you that an active trading market will be available for the senior notes or that you will be able to sell your senior notes at the price you originally paid for them or at the time you wish to sell them. Future trading prices of the senior notes will depend on many factors including, among other things, prevailing interest rates, our operating results and the market for similar securities. Generally, the liquidity of, and trading market for, the senior notes may also be materially and adversely affected by declines in the market for similar debt securities. Such a decline may materially and adversely affect such liquidity and trading independent of our financial performance and prospects.

We may incur additional indebtedness that may adversely affect our ability to meet our financial obligations under the senior notes.

The terms of the indenture and the senior notes do not impose any limitation on our or our subsidiaries' ability to incur additional debt. We may incur additional indebtedness in the future, which could have important consequences to holders of the senior notes, including the following:

we could have insufficient cash to meet our financial obligations, including our obligations under the senior notes; our ability to obtain additional financing for working capital, contributions to the surplus of our operating insurance companies, capital expenditures or general corporate purposes may be impaired; and a significant degree of debt could make us more vulnerable to changes in general economic conditions and also could affect the financial strength ratings of our insurance subsidiaries.

The senior notes will be effectively subordinated to the liabilities of our subsidiaries.

We have limited operations of our own and derive substantially all of our revenue and cash flow from our subsidiaries. None of our subsidiaries will guarantee the senior notes. Creditors of our subsidiaries (including policyholders and trade creditors) will generally be entitled to payment from the assets of those subsidiaries before those assets can be distributed to us. As a result, the senior notes will effectively

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be subordinated to the liabilities of our subsidiaries. Our insurance subsidiaries also have customary liabilities associated with insurance policies issued by those subsidiaries (generally claims and benefits), reinsurance obligations and other trade payables and expenses. As of June 30, 2016, our subsidiaries had approximately \$12 million aggregate principal amount in outstanding debt (all at National Interstate) and our insurance subsidiaries had reserves for claims and benefits of approximately \$40.2 billion.

Changes in our credit ratings or the debt markets could adversely affect the market price of the senior notes.

The market price for the senior notes depends on many factors, including, among other things:

our credit ratings with major credit rating agencies, including with respect to the senior notes;
prevailing market interest rates and, in particular, the interest rates being paid by other companies similar to us;
our operating results, financial condition, financial performance and future prospects;
economic, financial, geopolitical, regulatory and judicial events that affect us, the industries and markets in which we are doing business and the financial markets generally, including continuing uncertainty about the strength of the United States and other key economies, the United Kingdom's expected withdrawal from the European Union, or Brexit, and the results of the upcoming U.S. presidential election.
The price of the senior notes may be adversely affected by unfavorable changes in these factors. The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the senior notes.

In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the insurance industry as a whole and may change our credit rating based on their overall view of our industry. A negative change in our rating could have an adverse effect on the price of the senior notes.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), under which we file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy this information at prescribed rates at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) 732-0330 for further information about the Public Reference Room. The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers that file electronically with the Securities and Exchange Commission. The address of that site is www.sec.gov. You may also access these filings free of charge through AFG's Internet site at www.AFGinc.com. Other than the information specifically contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, information on AFG's website is not part of this prospectus supplement or the accompanying prospectus.

AFG's common stock is listed on the NYSE under the symbol AFG. Reports, proxy statements and other information regarding American Financial Group, Inc. may be read and copied at the offices of the NYSE located at 20 Broad Street, New York, New York 10005.

We are incorporating by reference into this prospectus supplement certain information that AFG files with the Securities and Exchange Commission, which means that we are disclosing important information to you by referring you to those documents. The information incorporated by reference is deemed to be part of this prospectus supplement, except for any information superseded by information contained directly in this prospectus supplement. This prospectus supplement incorporates by reference the documents set forth below that AFG has previously filed with the Securities and Exchange Commission.

| AFG SEC Filings (File No. 1-13653) | Period |
|------------------------------------|--|
| Annual Report on Form 10-K | Year Ended December 31, 2015 |
| Quarterly Reports on Form 10-Q | Quarters Ended March 31, 2016 and June 30, 2016 |
| Current Reports on Form 8-K | Filed on March 7, 2016, May 18, 2016, June 2, 2016, June 27, 2016, July 6, 2016, and July 25, 2016 |

All documents that AFG files with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus supplement to the completion of this offering of the senior notes shall also be deemed to be incorporated in this prospectus supplement by reference. Any statement contained in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of these filings, at no cost, by writing or calling us at the following address or telephone number: Karl J. Grafe, Vice President, Assistant General Counsel and Secretary, American Financial Group, Inc., 301 East Fourth Street, Cincinnati, Ohio 45202, (513) 579-2540. Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus supplement.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement (including the information incorporated by reference) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements are subject to numerous assumptions, risks or uncertainties. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Some of the forward-looking statements can be identified by the use of forward-looking words such as anticipates, believes, expects, projects, estimates, intends, plans, seeks, could, may, should, will or the negative version of other comparable terminology.

Factors that could cause our actual results or financial condition to differ from those in the forward-looking statements may accompany the statements themselves, and include those set forth in the section Risk Factors beginning on page S-4 of this prospectus supplement, page 3 of the accompanying prospectus and page 14 of our Annual Report on Form 10-K for the year ended December 31, 2015. In addition, generally applicable factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements are and will be discussed in our reports on Forms 10-K, 10-Q and 8-K incorporated by reference in this prospectus supplement and the accompanying prospectus.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements. We do not undertake any obligation to publicly update or review any forward-looking statement.

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USE OF PROCEEDS

We expect to receive approximately \$296.2 million in net proceeds from the sale of the senior notes in this offering, after deducting the underwriting discount and estimated offering expenses payable by us. We intend to use the net proceeds of this offering to fund a portion of the purchase price to acquire all shares of National Interstate Common Shares that are not currently owned by Great American through the National Interstate Merger which is expected to close in the fourth quarter of 2016. This offering, however, is not conditioned upon, and will be consummated before, the closing of the National Interstate Merger. To the extent the National Interstate Merger is not consummated, the Company intends to use the net proceeds of this offering for general corporate purposes, which may include acquisitions and repurchases of our outstanding common stock.

Pending application of the net proceeds, we may invest them in marketable securities.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of June 30, 2016 on an actual basis and as adjusted to give effect to the offering of senior notes pursuant to this prospectus supplement and further adjusted to reflect the pro forma effect of the National Interstate Merger. See Use of Proceeds in this prospectus supplement. The table below should be read together with the detailed information and financial statements appearing in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

As of June 30, 2016

Historical
As
Adjusted