

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 令和3年8月20日

【会社名】 アメリカン・エクスプレス・カンパニー
(American Express Company)

【代表者の役職氏名】 取締役会会長兼最高経営責任者
(Chairman of the Board and Chief Executive Officer)
ステファン・J・スケーリ
(Stephen J. Squeri)

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【代理人の氏名又は名称】 弁護士 北 澤 正 明

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アンダーソン・毛利・友常法律事務所外国法共同事業

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【縦覧に供する場所】 該当事項なし

(注)

(1) 別段の記載がある場合を除き、本書に記載の「ドル」はアメリカ合衆国ドルを指すものとする。本書において便宜上記載されている日本円への換算は、1ドル=109.86円の換算率(令和3年7月28日現在の株式会社三菱東京UFJ銀行の対顧客電信直物売買取相場の中値)により換算されている。

(Note)

- 1 The term “\$” in this document, unless otherwise noted, refers to United States Dollars. For the convenience of the Japanese readers, conversion into Japanese Yen has been made at the exchange rate of \$1.00 = JPY109.86, Median of Telegraphic Transfer Spot Selling and Buying Exchange Rates vis-a-vis Customers at The Bank of Tokyo-Mitsubishi UFJ, Ltd. on July 28, 2021.

1 【提出理由】

アメリカン・エクスプレス・カンパニーは、預託株式の発行を報告するため、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第1号に基づき、以下のとおり本外国会社臨時報告書を提出いたします。

2 【報告内容】

1. Depository Shares

a. Type of securities:

Depository Shares, each representing a 1/1,000th interest in a share of 3.550% Fixed Rate Reset Noncumulative Preferred Shares, Series D (the “Preferred Shares”)

b.

(i) Number of the Depository Shares issued:

1,600,000 Depository Shares

(ii) Issue price and amount incorporated in equity capital:

Issue price: \$1,000 (JPY109,860) per Depository Share

Amount incorporated in equity capital: \$1,000,000 (JPY109,860,000) per Preferred Share

(iii) Aggregate issue price and total amount incorporated in equity capital:

Aggregate issue price: \$ 1,600,000,000 (JPY 175,776,000,000)

Total amount incorporated in equity capital: \$ 1,600,000,000 (JPY 175,776,000,000)

(iv) Contents of the Securities Offered:

Offered Securities

1,600,000 depository shares representing fractional interests in 1,600 Preferred Shares (\$1,600,000,000 aggregate liquidation preference), with each Preferred Share having a par value of \$1.662/3 and a liquidation preference of \$1,000,000. Each depository share represents a 1/1,000th interest in a Preferred Share (equivalent to \$1,000 liquidation preference per depository share). Each depository share entitles the holder, through the depository, to a proportional fractional interest in a Preferred Share, including dividend, voting, redemption, and liquidation rights.

We may elect from time to time to issue additional depository shares representing interests in additional Preferred Shares without notice to, or consent from, the existing holders of depository shares, and all those additional depository shares would be deemed to form a single series with the depository shares offered by the prospectus supplement and the accompanying prospectus.

Dividends

We will pay cash dividends on the Preferred Shares, only when, as, and if declared by our board of directors, or a duly authorized committee of the board, out of funds legally available for such payments, quarterly in arrears, on the 15th of March, June, September and December of each year (each, a “dividend payment date”), beginning on September 15, 2021 (i) from the date of issuance of the Preferred Shares to, but excluding, September 15, 2026 (the “first reset date”), at an annual rate of 3.550% on the liquidation preference amount of \$1,000,000 per Preferred Share (equivalent to \$35.50 per depository share per year), and (ii) from, and including, the first reset date, for each reset period, at an annual rate equal to the five-year treasury rate as of the most recent reset dividend determination date (as described below) plus 2.854% on the liquidation preference amount of \$1,000,000 per Preferred Share. A “reset period” means the period from, and including, each reset date to, but excluding, the next succeeding reset date, except for the initial reset period, which will be the period from, and including, the first reset date to, but excluding, the next

succeeding reset date. A “reset date” means the first reset date and each date falling on the fifth anniversary of the preceding reset date, and “reset dividend determination date” means, in respect of any reset period, the day that is three business days prior to the beginning of such reset period.

For any reset period beginning on or after the first reset date, the five-year treasury rate will be determined as follows:

The average of the yields on actively traded U.S. treasury securities adjusted to constant maturity, for five-year maturities, for the five business days appearing under the caption “Treasury Constant Maturities” in the most recently published statistical release designated H.15 Daily Update or any successor publication which is published by the Federal Reserve Board as of 5:00 p.m. (Eastern Time) as of any date of determination, as determined by the calculation agent in its sole discretion.

If no calculation is provided as described above, then we will use a substitute or successor rate that we (or our designee, which we may designate in our sole discretion and which may be an affiliate of ours) have determined, in our (or such designee’s) sole discretion after consulting any source we (or such designee) deem to be reasonable, is (i) the industry-accepted substitute or successor for the five-year treasury rate or (ii) if there is no such industry-accepted substitute or successor for the five year treasury rate, a substitute or successor rate that is most comparable to the five-year treasury rate. Upon selection of a substitute or successor rate, we (or such designee) may determine, in our (or such designee’s) sole discretion after consulting any source we (or such designee) deem to be reasonable, the day count convention, the business day convention, the definition of business day, the reset dividend determination date and any other relevant methodology or definition for calculating such substitute or successor rate, including any adjustment factor it determines is needed to make such substitute or successor rate comparable to the five-year treasury rate, in a manner that is consistent with any industry-accepted practices for such substitute or successor rate. If we or our designee, in our (or such designee’s) sole discretion, are unable to determine a substitute or successor rate in accordance with the foregoing, then the five-year treasury rate will be the same rate determined for the prior reset dividend determination date or, if this sentence is applicable with respect to the first reset date, 0.696%.

The five-year treasury rate will be determined on each reset dividend determination date.

With respect to any dividend period, we will calculate any dividends on the Preferred Shares on the basis of a 360-day year and the actual number of days elapsed. We will pay dividends to the holders of record of Preferred Shares as they appear on the stock register on each record date, not more than 30 days before the applicable dividend payment date, as shall be fixed by our board of directors or a duly authorized committee of the board. In the event that any dividend payment date is not a business day (as defined below), then payment of any dividend payable on such date will be made on the next succeeding business day, and without any interest or other payment in respect of any such postponement. A “business day” means any day that is not a Saturday or Sunday or any other day on which banks in New York City are authorized or obligated by law or regulation to close.

Dividends on the Preferred Shares will not be cumulative and will not be mandatory. If a dividend is not declared on the Preferred Shares for any dividend period (as defined below) prior to the related dividend payment date, then no dividend will accrue or accumulate for such dividend period, and we will have no obligation to pay a dividend for that dividend period on the related dividend payment date or at any time in the future, whether or not dividends are declared on the Preferred Shares or any other series of our preferred shares or common shares for any future

dividend period. A “dividend period” means the period from, and including, each dividend payment date to, but excluding, the next succeeding dividend payment date, except for the initial dividend period, which will be the period from, and including, the date of issuance of the Preferred Shares to, but excluding, the first dividend payment date on September 15, 2021.

Optional Redemption

The Preferred Shares are perpetual and have no maturity date. We may redeem the Preferred Shares, (i) in whole or in part, from time to time, in each case on any dividend payment date on or after the first reset date on September 15, 2026 or (ii) in whole but not in part at any time within 90 days following a Regulatory Capital Event (as defined below), in the case of each clause (i) and (ii) at a cash redemption price equal to \$1,000,000 per Preferred Share (equivalent to \$1,000 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends, to, but excluding, the redemption date. If we redeem the Preferred Shares, the depositary will redeem a proportionate number of depositary shares.

A “Regulatory Capital Event” means our good faith determination that, as a result of (i) any amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective on or after the initial issuance of any Preferred Shares, (ii) any proposed amendment to, clarification of, or change in, those laws or regulations that is announced or becomes effective on or after the initial issuance of any Preferred Shares, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations or policies with respect thereto that is announced on or after the initial issuance of any Preferred Shares, there is more than an insubstantial risk that we will not be entitled to treat the full liquidation preference amount of \$1,000,000 per Preferred Share then outstanding as Tier 1 capital (or its equivalent) for purposes of the capital adequacy guidelines of the Board of Governors of the Federal Reserve System (the “Federal Reserve”) (or, as and if applicable, the capital adequacy guidelines or regulations of any successor appropriate federal banking agency) as then in effect and applicable, for so long as any Preferred Shares are outstanding.

Our right to redeem the Preferred Shares is subject to limitations established by the Federal Reserve. Under current rules, any redemption of the Preferred Shares will be subject to prior concurrence or approval of the Federal Reserve. Neither the holders of the Preferred Shares nor the holders of the depositary shares will have the right to require redemption.

Liquidation Rights

Upon our voluntary or involuntary liquidation, dissolution or winding up, the holders of the Preferred Shares are entitled to receive out of funds legally available for distribution to shareholders, before any distribution of assets is made to holders of our common shares or any other shares of capital stock ranking junior to the Preferred Shares as to such distributions upon our liquidation, dissolution or winding up, a liquidating distribution of \$1,000,000 per Preferred Share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends thereon, without accumulation of any undeclared dividends, from the last dividend payment date to, but excluding, the date of such voluntary or involuntary liquidation, dissolution or winding up, but only if and to the extent declared. Distributions will be made only to the extent of assets remaining available after satisfaction of all liabilities to creditors, subject to the rights of holders of any securities ranking senior to the Preferred Shares, and pro rata as to the Preferred Shares and any other shares of our capital stock ranking equally as to such distribution, including the 5.200% Fixed Rate/Floating Rate Noncumulative Preferred Shares, Series B, \$1.662/3 par value per share (the “Series B Preferred Stock”) and the 4.900% Fixed Rate/Floating Rate Noncumulative Preferred Shares, Series C, \$1.662/3 par value

per share (the “Series C Preferred Stock”), to the extent that any shares of either such series are outstanding at such time.

Voting Rights

None, except (i) as specifically required by the laws of the State of New York; (ii) in the case of certain dividend non-payments; (iii) with respect to the issuance of our senior capital stock; and (iv) with respect to changes to our organizational documents that would adversely affect the relative rights, preferences or limitations of the Preferred Shares. Holders of depositary shares must act through the depositary to exercise any voting rights.

Ranking

The Preferred Shares will rank senior to our common shares as to distribution of assets upon our liquidation, dissolution or winding up. The Preferred Shares will rank senior to our common shares as to payment of dividends insofar as, with respect to any dividend payment date, if full dividends on the Preferred Shares are not declared and paid, or have been declared but a sum sufficient for the payment of those dividends has not been set aside, we will not, during the following dividend period that commences on such dividend payment date, declare or pay any dividend on our common shares. The Preferred Shares will rank equal with the Series B Preferred Stock and the Series C Preferred Stock as to the payment of dividends and as to the distribution of assets upon our liquidation, dissolution or winding up, to the extent that any shares of either such series are outstanding at such time.

Preemptive and Conversion Rights

None.

- c. Issuing method:
Public Offering

- d. Names of underwriters:
Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Barclays Capital Inc.
HSBC Securities (USA) Inc.
RBC Capital Markets, LLC
Wells Fargo Securities, LLC
Lloyds Securities Inc.
MUFG Securities Americas Inc.
NatWest Markets Securities Inc.
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.
Samuel A. Ramirez & Company, Inc.
Siebert Williams Shank & Co., LLC

- e. Place of offering
U.S.A.

- f. Total amount of proceeds that the reporting company will obtain and details, amounts and expected time of expenditure for each use of proceeds:
\$ 1,580,000,000 (JPY 173,578,800,000)

Use of proceeds:

Partial or full redemption of the outstanding shares of the Series B Preferred Stock and/or the Series C Preferred Stock.

- g. Date of issuance:
August 3, 2021
- h. Name of Exchange where the new Depositary Shares pertaining to this Report are or are to be listed:
Not Applicable.
- i. Details of securities relating to the interests represented in the Depositary Shares:
See b(iv) above.

Remarks:

Depository, Calculation Agent, Transfer Agent and Registrar

Computershare Inc. (“Computershare”) and Computershare Trust Company, N.A. (“Computershare Trust”), acting jointly, will serve as depository. Computershare Trust will serve as calculation agent, transfer agent, and registrar.

2. Capitalization of the Corporation and Total Number of Issued and Outstanding Shares (as of July 28, 2021)

a. Capitalization of the Corporation

Common Stock: \$159,653,594 (JPY17,539,543,837)

b. Total Number of Issued Shares

Classification	Class of Shares	Number Outstanding	Par value	Stock Exchange	Features
Registered par value	Common	798,267,968	\$0.20	New York	Common Shares (standard type of shares with full voting rights and without any limitations to the rights conferred to them)