

LAKE ERIE SCREW CORP
Form S-3/A
March 31, 2011
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As filed with the Securities and Exchange Commission on March 31, 2011

Registration No. 333-172525

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

PRE-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

TRIMAS CORPORATION

**(FOR REGISTRANT GUARANTORS, PLEASE SEE
TABLE OF REGISTRANT GUARANTORS ON THE FOLLOWING PAGE)**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3452
(Primary Standard Industrial
Classification Code Number)

38-2687639
(I.R.S. Employer
Identification No.)

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**39400 Woodward Avenue, Suite 130
Bloomfield Hills, Michigan 49304
(248) 631-5450**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Joshua A. Sherbin, Esq.
General Counsel
TriMas Corporation
39400 Woodward Avenue, Suite 130
Bloomfield Hills, Michigan 49304
(248) 631-5450**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Jonathan A. Schaffzin, Esq.

Douglas S. Horowitz, Esq.
Cahill Gordon & Reindel LLP

80 Pine Street
New York, New York 10005
(212) 701-3000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered (1)	Amount to be Registered(1)(2)	Proposed Maximum Aggregate Price Per Share(1)(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)(5)(6)

(1) An indeterminate number of or aggregate principal amount of shares of common stock and debt securities of the registrant, as shall have an aggregate initial offering price not to exceed \$250,000,000 as may from time to time be issued at an indeterminate price. This registration statement also relates to an indeterminate number of shares of the registrant's common stock that may be issued upon stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, as amended (the Securities Act). If any debt securities are issued at an original issue discount, then the debt securities registered shall include such additional debt securities as may be necessary such that the aggregate initial public offering price of all securities issued pursuant to this registration statement will equal \$250,000,000. The securities registered also include such indeterminate amounts and numbers of common stock and debt securities as may be issued upon conversion of or exchange for debt securities that provide for such conversion or exchange. Also registered hereby are such additional and indeterminate number of shares as may be issuable due to adjustments for changes resulting from stock dividends, stock splits and similar changes.

(2) Not specified with respect to each class of securities being registered under this registration statement pursuant to General Instruction II.D. of Form S-3 under the Securities Act of 1933.

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(3) Pursuant to Rule 457(o) under the Securities Act of 1933, the registration fee is calculated on the maximum offering price of all securities listed, and the table does not specify information by each class about the amount to be registered. The registration fee is estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c), based upon the average of the high and low prices for the common stock of TriMas Corporation as reported on the Nasdaq Global Select Market on February 22, 2011. The total registration fee is \$58,147. Pursuant to Rule 457(p), the unused registration fee of \$4,193 previously paid in connection with the filing of the Registration Statement on Form S-3, file No. 333-168487, is credited against the registration fee payable in connection with this Registration Statement. Accordingly, after application of this credit, \$53,954 is due.

(4) The term *Subsidiary Guarantors* refers to TriMas Company LLC, Arrow Engine Company, Cequent Performance Products, Inc., Cequent Consumer Products, Inc., Compac Corporation, Dew Technologies, Inc., Hi-Vol Products LLC, Keo Cutters, Inc., Lake Erie Products Corporation, Monogram Aerospace Fasteners, Inc., NI Industries, Inc., Norris Cylinder Company, Richards Micro-Tool, Inc., Rieke Corporation, Rieke Leasing Co., Incorporated, Rieke of Mexico, Inc., The Hammerblow Company, LLC, TriMas International Holdings LLC, Lamons Gasket Company and Towing Holding LLC.

(5) No separate consideration will be received for the guarantees by the Subsidiary Guarantors of the debt securities of TriMas Corporation. Pursuant to Rule 457(n), no registration fee is required with respect to the guarantees.

(6) The Registration Fee was previously paid to the Commission.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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Name	State or other jurisdiction of incorporation or organization	IRS Employer Identification Number	Primary Standard Industrial Classification Code Number
TRIMAS COMPANY LLC	Delaware	04-3676587	9995
ARROW ENGINE COMPANY	Delaware	38-2260420	3510
CEQUENT PERFORMANCE PRODUCTS, INC.	Delaware	38-2935446	3714
CEQUENT CONSUMER PRODUCTS, INC.	Ohio	34-1852889	3714
COMPAC CORPORATION	Delaware	38-2773373	2891
DEW TECHNOLOGIES, INC.	Ohio	31-1044308	3841
HI-VOL PRODUCTS LLC	Delaware	20-0010458	3714
KEO CUTTERS, INC.	Michigan	38-3212119	3541
LAKE ERIE PRODUCTS CORPORATION	Ohio	34-0660861	3452
MONOGRAM AEROSPACE FASTENERS, INC.	Delaware	95-4339614	3728
NI INDUSTRIES, INC.	Delaware	03-0452932	3490
NORRIS CYLINDER COMPANY	Delaware	33-0333261	3412
RICHARDS MICRO-TOOL, INC.	Delaware	38-2641296	3541
RIEKE CORPORATION	Indiana	31-0934085	3050
RIEKE LEASING CO., INCORPORATED	Delaware	38-2751413	9995
RIEKE OF MEXICO, INC.	Delaware	38-2251192	3050
THE HAMMERBLOW COMPANY, LLC	Wisconsin	39-1272042	3714
TRIMAS INTERNATIONAL HOLDINGS LLC	Delaware	27-1163036	9995
LAMONS GASKET COMPANY	Delaware	38-2337967	3452
TOWING HOLDING LLC	Delaware	20-5639674	9995

(1) The address of the principal executive offices of each additional registrant is 39400 Woodward Avenue, Suite 130 Bloomfield Hills, Michigan 49304 (248) 631-5450

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EXPLANATORY NOTE

We are filing this Pre-Effective Amendment No. 1 (this Amendment) for the purpose of (i) adding Keo Cutters, Inc. as a Registrant Guarantor to the Registration Statement on Form S-3 (the Original Filing), (ii) providing additional information under the heading Indemnification of Directors and Officers in Part II of the Original Filing and (iii) providing additional information requested by the Commission in their letter dated March 25, 2011.

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The information in this prospectus is not complete and may be changed. The Company may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED March 31, 2011

PROSPECTUS

COMMON STOCK AND DEBT SECURITIES

**GUARANTEES OF DEBT SECURITIES OF TRIMAS
CORPORATION BY THE SUBSIDIARY GUARANTORS**

AND

11,904,972 SHARES OF COMMON STOCK OFFERED BY THE SELLING STOCKHOLDER

We may sell from time to time in one or more offerings up to \$250,000,000 in the aggregate of:

- shares of our common stock;
- our secured or unsecured debt securities, in one or more series, which may be either senior, senior subordinated or subordinated debt securities; and

- any combination of the foregoing.

We may sell any combination of these securities, in one or more offerings, up to an aggregate offering price of \$250,000,000 on terms to be determined at the time of the offering. The debt securities registered hereunder may be fully and unconditionally guaranteed by certain subsidiaries of the TriMas Corporation, which may include the Subsidiary Guarantors. In addition, the Selling Stockholder may sell from time to time up to 11,904,972 shares of our common stock and may issue an indeterminate number of shares of our common stock upon stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, held by the Selling Stockholder described in the section entitled Selling Stockholders on page 31 of this prospectus. The Selling Stockholder may offer and sell any of the shares of common stock from time to time at fixed prices, at market prices or at negotiated prices, and may engage a broker, dealer or underwriter to sell the shares. For additional information on the possible methods of sale that may be used by the Selling Stockholder, you should refer to the section entitled Plan of Distribution on page 32 of this prospectus. We will not receive any proceeds from the sale of the shares of common stock by the Selling Stockholder. We are contractually obligated to pay all expenses of registration incurred in connection with this offering for the sale of our common stock by the Selling Stockholder, except any underwriting discounts and commissions and expenses incurred by the Selling Stockholder in disposing of the shares.

This prospectus describes some of the general terms that may apply to these securities. We will provide the specific terms of any such offering in one or more supplements to this prospectus each time we sell securities hereunder. We can only use this prospectus to offer and sell our securities by also including a prospectus supplement relating to any such offer and sale.

We or the Selling Stockholder may sell the securities directly to you, through agents, underwriters and broker-dealers that we or the Selling Stockholder select. If we or the Selling Stockholder use agents, underwriters or broker-dealers to sell the securities, we will name them and describe their compensation in a prospectus supplement.

Our common stock is listed on the NASDAQ Global Select Market under the symbol TRS. On February 22, 2011, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$21.01.

You should consider carefully the risks that we have described in Risk Factors beginning on page 3 before deciding whether to invest in our common stock.

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

The date of this prospectus is _____, 2011.

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You should read this prospectus and the information incorporated by reference carefully before you invest. Such documents contain important information you should consider when making your investment decision. See Information Incorporated by Reference on page 37. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus does not extend to you. You should rely only on the information provided in this prospectus or documents incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information.

The information in this document may only be accurate on the date of this document. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) utilizing a shelf registration process or continuous offering process, which allows us to offer and sell any combination of the securities described in this prospectus in one or more offerings and allows the Selling Stockholder to offer and sell in one or more offerings. Using this prospectus, we may offer up to a total dollar amount of \$250,000,000 of these securities and the Selling Stockholder may offer to sell up to 11,904,972 shares of our common stock.

This prospectus provides you with a general description of the securities we or the Selling Stockholder may offer. Each time we or the Selling Stockholder offer to sell securities pursuant to this registration statement and the prospectus contained herein, we will provide a prospectus supplement that will contain specific information about the terms of that offering. That prospectus supplement may include additional risk factors about us and the terms of that particular offering. Prospectus supplements may also add to, update or change the information contained in this prospectus. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus, the statements made in this prospectus will be deemed modified or superseded by those made in such prospectus supplement. In addition, as we describe in the section entitled Information Incorporated by Reference, we have filed and plan to continue to file other documents with the SEC that contain information about us and the business conducted by us and our subsidiaries. Before you decide whether to invest in any of these securities, you should read this prospectus, the prospectus supplement that further describes the offering of these securities and the information we file with the SEC.

Unless the context otherwise requires, the terms TriMas, the Company, the registrants, we, us and our refer to TriMas Corporation and its subsidiaries, and the term Subsidiary Guarantors refers to, collectively, TriMas Company LLC, Arrow Engine Company, Cequent Performance Products, Inc., Cequent Consumer Products, Inc., Compac Corporation, Dew Technologies, Inc., Hi-Vol Products LLC, Keo Cutters, Inc., Lake Erie Products Corporation, Monogram Aerospace Fasteners, Inc., NI Industries, Inc., Norris Cylinder Company, Richards Micro-Tool, Inc., Rieke Corporation, Rieke Leasing Co., Incorporated, Rieke of Mexico, Inc., The Hammerblow Company, LLC, TriMas International Holdings LLC, Lamons Gasket Company and Towing Holding LLC.

ABOUT THE REGISTRANTS

We are a global manufacturer and distributor of products for commercial, industrial and consumer markets. Most of our businesses share important characteristics, including leading market shares, strong brand names, broad product offerings, established distribution networks, relatively high operating margins, relatively low capital investment requirements, product growth opportunities and strategic acquisition opportunities. We believe that a majority of our 2010 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories. In addition, we believe that in many of our businesses, we are one of only a few manufacturers in the geographic markets where we currently compete.

Our principal executive offices are located at 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304. Our telephone number is (248) 631-5450. Our web site address is www.trimascorp.com. The information on our website is not part of this prospectus.

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THE OFFERING BY SELLING STOCKHOLDER

<i>Selling Stockholder</i>	Heartland Industrial Associates, L.L.C. (Heartland, or the Selling Stockholder)
<i>Common stock offered by the Selling Stockholder</i>	Up to 11,904,972 shares of our common stock(1)
<i>Use of proceeds</i>	Proceeds from the sale of common stock covered by this prospectus will be received by the Selling Stockholder. We will not receive any proceeds from the sale of the shares of common stock covered by this prospectus. We have been advised by the Selling Stockholder that the shares they may sell under this p