

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

September 17, 2012

**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): September 17, 2012**

**AMERICAN AXLE & MANUFACTURING HOLDINGS,  
INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction of incorporation)**

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**1-14303**  
(Commission

File Number)

**One Dauch Drive,**

**Detroit, Michigan**  
(Address of principal executive offices)

**38-3161171**  
(I.R.S. Employer

Identification Number)

**48211-1198**  
(zip code)

**(313) 758-2000**

Registrant's telephone number, including area code

**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))

**SECTION 8 Other Events**

**Item 8.01. Other Events.**

On September 17, 2012, American Axle & Manufacturing, Inc. (AAM), a Delaware corporation and wholly owned subsidiary of American Axle & Manufacturing Holdings, Inc., a Delaware corporation (the Company), completed the closing of the sale of \$550 million aggregate principal amount of 6.625% senior notes due 2022 (the Notes). The Notes are guaranteed on a senior unsecured basis by the Company and certain of AAM's current and future subsidiaries (such subsidiary guarantors, together with the Company, the Guarantors).

The Notes were issued by AAM pursuant to an Indenture, dated as of November 3, 2011 (the Indenture), by and among AAM, the Guarantors and U.S. Bank National Association, as trustee (the Trustee), which governs the terms of the Notes. The Indenture was included as an exhibit to the Company's Current Report on Form 8-K previously filed with the Securities and Exchange Commission on November 3, 2011. A copy of the form of Note is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

A copy of the opinions of Steven R. Keyes, Executive Director, Administration & Legal and Secretary of the Company and AAM and of Shearman & Sterling LLP, counsel to the Company and AAM, relating to the legality of the Notes are attached hereto as Exhibits 5.1 and 5.2, respectively.

**SECTION 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of 6.625% Senior Note due 2022.
5.1	Opinion of Shearman & Sterling LLP, counsel to American Axle & Manufacturing Holdings, Inc. and American Axle & Manufacturing, Inc.
5.2	Opinion of Steven R. Keyes, Executive Director, Administration & Legal and Secretary to American Axle & Manufacturing Holdings, Inc. and American Axle & Manufacturing, Inc.
23.1	Consent of Shearman & Sterling LLP (included in Exhibit 5.1).
23.2	Consent of Steven R. Keyes (included in Exhibit 5.2).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN AXLE & MANUFACTURING  
HOLDINGS, INC.**

By: /s/ MICHAEL K. SIMONTE  
Name: Michael K. Simonte  
Title: Executive Vice President & Chief Financial  
Officer (also in capacity of Chief Accounting  
Officer)

Dated: September 17, 2012

**INDEX TO EXHIBITS**

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