

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 8-K
February 15, 2013
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): February 14, 2013

AMERICAN AXLE & MANUFACTURING HOLDINGS,
INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-14303
(Commission
File Number)

38-3161171
(I.R.S. Employer
Identification Number)

One Dauch Drive,
Detroit, Michigan
(Address of principal executive offices)
(313) 758-2000

48211-1198
(zip code)

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 February 14, 2013, American Axle & Manufacturing, Inc. (“AAM”), a Delaware corporation and wholly owned subsidiary of American Axle & Manufacturing Holdings, Inc., a Delaware corporation (the “Company”), and the subsidiary guarantors entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the representative of the several underwriters named therein, to sell \$400 million aggregate principal amount of 6.25% senior notes due 2021 (the “Notes”) in an offering registered pursuant to the Securities Act of 1933, as amended. The Notes will be guaranteed on a senior unsecured basis by the Company and certain of AAM’s current and future subsidiaries. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The issuance of the Notes is expected to close on February 28, 2013.

SECTION 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 1.1 | Underwriting Agreement, dated February 14, 2013, among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., the subsidiary guarantors listed on Schedule 2 thereto, and Merrill Lynch, Pierce, Fenner & Smith Incorporated as the representative of the several underwriters named in Schedule 1 thereto. |

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: February 14, 2013

INDEX TO EXHIBITS

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