

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

September 18, 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)

**1-14303**  
(Commission

File Number)

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

Identification Number)

**One Dauch Drive,**

**Detroit, Michigan**

(Address of principal executive offices)

**Registrant's telephone number, including area code (313) 758-2000**

**48211-1198**

(zip 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 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 17, 2012, in connection with the cash tender offer and consent solicitation (the "Tender Offer") by American Axle & Manufacturing, Inc. (the "Company") for any and all of its outstanding \$250 million aggregate principal amount of 5.25% Senior Notes due February 11, 2014 (the "Notes"), the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company), as trustee (the "Trustee"), entered into a first supplemental indenture dated as of September 17, 2012 (the "First Supplemental Indenture"). On September 18, 2012 the Company accepted for payment and paid for \$137,833,000 aggregate principal amount of the Notes. The First Supplemental Indenture amends and supplements the indenture, dated as of February 11, 2004 (the "Indenture"), among the Company, American Axle & Manufacturing Holdings, Inc., as guarantor, and the Trustee, pursuant to which the Notes were issued. The First Supplemental Indenture became operative on September 18, 2012 upon the acceptance and payment by the Company of all Notes tendered in the Tender Offer before 5:00 p.m., September 17, 2012. The First Supplemental Indenture amends the Indenture to, among other things, eliminate most of the restrictive covenants and certain default provisions applicable to the Notes. A copy of the First Supplemental Indenture is attached hereto as Exhibit 4.1 and is incorporated by reference herein.

**SECTION 9 Financial Statements and Exhibits**

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 4.1                | First Supplemental Indenture, dated as of September 17, 2012, between American Axle & Manufacturing, Inc. and The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company), as trustee, related to the Company's 5.25% Senior Notes due February 11, 2014. |

**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 18, 2012

**INDEX TO EXHIBITS**

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