

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

024061103

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form SC 13G/A

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 024061103

13G

Page 2 of 2 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 S.A.C. Capital Advisors, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
BENEFICIALLY
OWNED SHARED VOTING POWER

BY **7** 22,370 (see Item 4)
EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON

WITH: **8** 0
SHARED DISPOSITIVE POWER

9 22,370 (see Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 22,370 (see Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 Less than 0.1% (see Item 4)
TYPE OF REPORTING PERSON*

PN
*SEE INSTRUCTION BEFORE FILLING OUT

Page 2 of 9

CUSIP No. 024061103

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 S.A.C. Capital Advisors, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
BENEFICIALLY
OWNED SHARED VOTING POWER

BY **7** 22,370 (see Item 4)
EACH
REPORTING
PERSON SOLE DISPOSITIVE POWER

WITH: **8** 0
SHARED DISPOSITIVE POWER

9 22,370 (see Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 22,370 (see Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 Less than 0.1% (see Item 4)
TYPE OF REPORTING PERSON*

CO
*SEE INSTRUCTION BEFORE FILLING OUT

Page 3 of 9

CUSIP No. 024061103

13G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 S.A.C. Capital Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Anguilla, British West Indies

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
BENEFICIALLY
OWNED SHARED VOTING POWER

BY
EACH **7** 0 (see Item 4)
REPORTING
PERSON SOLE DISPOSITIVE POWER

WITH: **8** 0
SHARED DISPOSITIVE POWER

9 0 (see Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0 (see Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0% (see Item 4)
TYPE OF REPORTING PERSON*

OO
*SEE INSTRUCTION BEFORE FILLING OUT

Page 4 of 9

CUSIP No. 024061103

13G

Page 5 of 9 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Steven A. Cohen
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES **6** 0
BENEFICIALLY
OWNED SHARED VOTING POWER

BY **7** 22,370 (see Item 4)
EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON

WITH: **8** 0
SHARED DISPOSITIVE POWER

9 22,370 (see Item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 22,370 (see Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 Less than 0.1% (see Item 4)
TYPE OF REPORTING PERSON*

IN
*SEE INSTRUCTION BEFORE FILLING OUT

Page 5 of 9

Item 1(a)

Name of Issuer:

American Axle & Manufacturing Holdings, Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices:

One Dauch Drive, Detroit, Michigan 48211-1198

Item 2(a)

Name of Person Filing:

This statement is filed by: (i) S.A.C. Capital Advisors, L.P. ("SAC Capital Advisors LP") with respect to shares of Common Stock, par value \$0.01 per share ("Shares") of the Issuer beneficially owned by S.A.C. Capital Associates, LLC ("SAC Capital Associates") and S.A.C. MultiQuant Fund, LLC ("SAC MultiQuant Fund"); (ii) S.A.C. Capital Advisors, Inc. ("SAC Capital Advisors Inc.") with respect to Shares beneficially owned by SAC Capital Advisors LP, SAC Capital Associates and SAC MultiQuant Fund; (iii) SAC Capital Associates with respect to Shares beneficially owned by it; and (iv) Steven A. Cohen with respect to Shares beneficially owned by SAC Capital Advisors LP, SAC Capital Advisors Inc., SAC Capital Associates and SAC MultiQuant Fund.

Item 2(b)

Address or Principal Business Office:

The address of the principal business office of (i) SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902; and (ii) SAC Capital Associates is Victoria House, P.O. Box 58, The Valley, Anguilla, British West Indies.

Item 2(c)

Citizenship:

SAC Capital Advisors LP is a Delaware limited partnership. SAC Capital Advisors Inc. is a Delaware corporation. SAC Capital Associates is an Anguillan limited liability company. Mr. Cohen is a United States citizen.

Item 2(d)

Title of Class of Securities:

Common Stock, Par Value \$0.01 Per Share

Item 2(e)

CUSIP Number:

024061103

Item 3

Not Applicable

Page 6 of 9

Item 4 Ownership:

The percentages used herein are calculated based upon the Shares issued and outstanding as of December 9, 2009 as reported on the Issuer's Prospectus Supplement on Form 424B2 filed with the Securities and Exchange Commission by the Issuer on December 11, 2009.

As of the close of business on December 31, 2009:

1. S.A.C. Capital Advisors, L.P.

(a) Amount beneficially owned: 22,370

(b) Percent of class: Less than 0.1%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 22,370

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 22,370

2. S.A.C. Capital Advisors, Inc.

(a) Amount beneficially owned: 22,370

(b) Percent of class: less than 0.1%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 22,370

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 22,370

3. S.A.C. Capital Associates, LLC

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

4. Steven A. Cohen

(a) Amount beneficially owned: 22,370

(b) Percent of class: less than 0.1%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 22,370

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 22,370

SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen own directly no Shares. Pursuant to an investment management agreement, SAC Capital Advisors LP maintains investment and voting power with respect to the securities held by SAC Capital Associates and SAC MultiQuant Fund. SAC Capital Advisors Inc. is the general partner of SAC Capital Advisors LP. Mr. Cohen controls SAC Capital Advisors Inc. As of December 31, 2009, by reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen may be deemed to beneficially own 22,370 Shares (constituting less than 0.1% of the Shares outstanding). Each of SAC Capital Advisors LP, SAC Capital Advisors Inc., and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 5 **Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the

following. [X]

Item 6 **Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable

Item 8 **Identification and Classification of Members of the Group:**

Not Applicable

Item 9 **Notice of Dissolution of Group:**

Not Applicable

Item 10 **Certification:**

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

S.A.C. CAPITAL ADVISORS, L.P.

By: /s/ : Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

S.A.C. CAPITAL ADVISORS, INC.

By: /s/ : Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

S.A.C. CAPITAL ASSOCIATES, LLC

By: /s/ : Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

STEVEN A. COHEN

By: /s/ : Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person