

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
Form 8-K  
March 27, 2018

---

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): March 26, 2018

---

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

---

Delaware                      001-14303    38-3161171  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

One Dauch Drive, Detroit, Michigan    48211-1198  
(Address of principal executive offices) (Zip code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this

chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

SECTION 8 — Other Events

Item 8.01. Other Events.

On March 26, 2018, 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 \$400 million aggregate principal amount of 6.250% senior notes due 2026 (the “Notes”). The Notes are guaranteed on a senior unsecured basis by the Company and certain of AAM and Metaldyne Performance Group, Inc.’s current and future subsidiaries guarantors (the “Subsidiary Guarantors”).

The Notes were issued by AAM pursuant to an Indenture, dated as of November 3, 2011 (the “Original Indenture”), by and among AAM, certain Subsidiary Guarantors and U.S. Bank National Association, as trustee (the “Trustee”) which governs the terms of the Notes, as supplemented by the First Supplemental Indenture dated March 23, 2017, among AAM, Holdings, Alpha SPV I, Inc., certain Subsidiary Guarantors and the Trustee (the “First Supplemental Indenture”), the Second Supplemental Indenture, dated May 17, 2017, among AAM, Holdings, certain Subsidiary Guarantors and the Trustee (the “Second Supplemental Indenture”). The Original 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; the First Supplemental 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 March 23, 2017; and the Second Supplemental 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 May 17, 2017. 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 Shearman & Sterling LLP, counsel to the Company and AAM, and of David E. Barnes, General Counsel and Secretary of 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

| Exhibit No. | Description  |
|-------------|--|
| <u>4.1</u>  | <u>Form of 6.250% Senior Note due 2026.</u>  |
| <u>5.1</u>  | <u>Opinion of Shearman &amp; Sterling LLP, counsel to American Axle &amp; Manufacturing Holdings, Inc. and American Axle &amp; Manufacturing, Inc.</u>           |
| <u>5.2</u>  | <u>Opinion of David E. Barnes, General Counsel and Secretary of American Axle &amp; Manufacturing Holdings, Inc. and American Axle &amp; Manufacturing, Inc.</u> |
| <u>23.1</u> | <u>Consent of Shearman &amp; Sterling LLP (included in Exhibit 5.1).</u>   |
| <u>23.2</u> | <u>Consent of David E. Barnes (included in Exhibit 5.2).</u>   |



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/ David E. Barnes

Name: David E. Barnes

Vice President,

Title: General Counsel &  
Secretary

Dated: March 27, 2018