

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

December 15, 2017

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): December 15, 2017

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Exact name of registrant as specified in charter)

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

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

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 15, 2017, Kevin S. Penn and Loren S. Easton resigned as members of the Board of Directors (the “Board”) of American Axle & Manufacturing Holdings, Inc. (the “Company”) after completion of the sale by American Securities LLC of its remaining interest in the Company. Messrs. Penn and Easton were designated by American Securities LLC to serve on the Board in connection with the Company’s acquisition of Metaldyne Performance Group Inc.

Mr. Penn also resigned as a member of the Executive Committee and the Nominating/Corporate Governance Committee of the Board and Mr. Easton also resigned as a member of the Compensation Committee of the Board.

SIGNATURE

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

AMERICAN AXLE &
MANUFACTURING HOLDINGS,
INC.

Date: December 15, 2017 By: /s/ David E. Barnes
David E. Barnes
Vice President & General Counsel