

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form SC 13D/A
December 15, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

American Axle & Manufacturing Holdings, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of class of securities)

024061103
(CUSIP Number)

Eric Schondorf
General Counsel
c/o American Securities LLC
299 Park Avenue, 34th Floor
New York, NY 10171
212-476-8078

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 15, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

CUSIP No. 024061103 13D Page 2

NAME OF REPORTING PERSONS

1

ASP MD Investco L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY REPORTING PERSON:

11

0 (see Item 5)

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13

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

0% (1) (see Item 5)

14

TYPE OF REPORTING PERSON:

PN

(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

2

CUSIP No. 024061103 13D Page 3

NAME OF REPORTING PERSONS

1

American Securities Partners VI, L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

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BENEFICIALLY OWNED
BY REPORTING PERSON:

11

0 (see Item 5)

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BY AMOUNT IN ROW (11):

0% (1) (see Item 5)

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(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

3

CUSIP No. 024061103 13D Page 4

NAME OF REPORTING PERSONS

1

American Securities Partners VI(B), L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

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BENEFICIALLY OWNED BY
REPORTING PERSON:

11

0 (see Item 5)

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BY AMOUNT IN ROW (11):

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(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

4

CUSIP No. 024061103 13D Page 5

NAME OF REPORTING PERSONS

1

American Securities Partners VI(C), L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
REPORTING PERSON:

11

0 (see Item 5)

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BY AMOUNT IN ROW (11):

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(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

5

CUSIP No. 024061103 13D Page 6

NAME OF REPORTING PERSONS

1

American Securities Partners VI(D), L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
REPORTING PERSON:

11

0 (see Item 5)

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11):

0% (1) (see Item 5)

14 TYPE OF REPORTING PERSON:

PN

(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

6

CUSIP No. 024061103 13D Page 7

NAME OF REPORTING PERSONS

1

American Securities Associates VI, LLC

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
REPORTING PERSON:

11

0 (see Item 5)

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13

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

0% (1) (see Item 5)

14

TYPE OF REPORTING PERSON:

OO

(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

7

CUSIP No. 024061103 13D Page 8

NAME OF REPORTING PERSONS

1

American Securities LLC

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP:

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF
ORGANIZATION:

6

New York

SOLE VOTING POWER:

7

0 (see Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER:

8

0 (see Item 5)

SOLE DISPOSITIVE POWER:

9

0 (see Item 5)

SHARED DISPOSITIVE POWER:

10

0 (see Item 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
REPORTING PERSON:

11

0 (see Item 5)

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13

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

0% (1) (see Item 5)

14

TYPE OF REPORTING PERSON:

OO; IA

(1) Percent of Common Stock calculated based on 111,290,072 shares of Common Stock of the Issuer outstanding as of November 6, 2017 (as disclosed by the Issuer in the Prospectus filed with the Commission pursuant to Rule 424(b)(2) on November 9, 2017, supplementing the Registration Statement on Form S-3 (File No. 333-217033), filed on March 30, 2017.)

8

This Amendment No. 2 amends the Schedule 13D filed April 17, 2017 (the "Original Schedule 13D") as amended by Amendment No. 1 filed on November 15, 2017 ("Amendment No.1" and together with the Original Schedule 13D, the "Schedule 13D") and is filed by (i) ASP MD Investco L.P., a Delaware limited partnership ("Investco"), (ii) American Securities Partners VI, L.P., a Delaware limited partnership, American Securities Partners VI(B), L.P., a Delaware limited partnership, American Securities Partners VI(C), L.P., a Delaware limited partnership, and American Securities Partners VI(D), L.P., a Delaware limited partnership (together, the owners of the limited partnership interests in Investco, the "Sponsors"), (iii) American Securities Associates VI, LLC, a Delaware limited liability company ("GP"), the general partner of each Sponsor, and (iv) American Securities LLC ("ASLLC"), a New York limited liability company which provides investment advisory services to each Sponsor and the GP (each a "Reporting Person" and, collectively, the "Reporting Persons"), with respect to the Common Stock, par value \$0.01 per share (the "Common Stock"), of American Axle & Manufacturing Holdings, Inc. (the "Issuer"). Capitalized terms used in this Amendment No. 2 but not defined shall have the meaning attributed to them in the Schedule 13D.

The purpose of this Amendment No. 2 is to reflect that on December 15, 2017, ASP MD Investco L.P., sold 10,682,679 shares of Common Stock and American Securities LLC sold 8,670 shares of Common Stock pursuant to Rule 144 in standard broker-dealer transactions (collectively, the "Sales").

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 2, as (a) of December 15, 2017, are incorporated herein by reference. As of December 15, 2017 of the Scheduled Persons own any shares of Common Stock.

The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Amendment No. 2 (b) and (ii) Item 5(a) hereof, in each case, as of December 15, 2017, are incorporated herein by reference. None of the Scheduled Persons own any shares of Common Stock.

(c) In addition to the Sales described in this Amendment No. 2, on November 10, 2017, Investco sold 15,000,000 shares of Common Stock in a registered offering as described in Amendment No. 1.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

Pursuant to the Stockholders' Agreement, the Stockholders had the right to nominate directors to the Issuer's board of directors (the "Board") for so long as ASLLC and its controlled affiliates (other than any of ASLLC's portfolio companies) owned at least 7.5% of the outstanding shares of Common Stock. As a result of the Sales, the beneficial ownership amount of Stockholders and any controlled affiliates of ASLLC has decreased to 0%. The Stockholders have thereby lost the right to nominate any directors to the Issuer's Board.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated as follows:

Exhibit No. Exhibit
 Description

1 Joint Filing
 Agreement,
 by and
 among the
 Reporting
 Persons,
 dated April
 17, 2017
 (filed as
 Exhibit 1 to
 the Issuer's
 Schedule
 13D filed
 with the SEC
 on April 17,
 2017). †

2 Stockholders'
 Agreement,
 dated as of
 April 6,
 2017, among
 the Issuer,
 ASLLC and
 Investco
 (filed as
 Exhibit 10.1
 to the Issuer's
 Current
 Report on
 Form 8-K
 filed with the
 SEC on April
 6, 2017). †

† Incorporated
herein by
reference.

SIGNATURES

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: December 15, 2017

ASP MD INVESTCO L.P.

/s/ Michael G. Fisch

Name Michael G. Fisch

Title President

AMERICAN SECURITIES PARTNERS
VI, L.P.

By: American Securities Associates VI,
LLC, its general partner

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title Managing Member

AMERICAN SECURITIES PARTNERS
VI(B), L.P.

By: American Securities Associates VI,
LLC, its general partner

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title Managing Member

AMERICAN SECURITIES PARTNERS
VI(C), L.P.

By: American Securities Associates VI,
LLC, its general partner

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title Managing Member

AMERICAN SECURITIES PARTNERS
VI(D), L.P.

By: American Securities Associates VI,
LLC, its general partner

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title Managing Member

AMERICAN SECURITIES ASSOCIATES
VI, LLC

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title Managing Member

AMERICAN SECURITIES LLC

By: /s/ Michael G. Fisch

Name Michael G. Fisch

Title President and Chief Executive Officer