

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

October 13, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **October 12, 2004**

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14303

36-3161171

(Commission File Number)

(IRS Employer Identification No.)

One Dauch Drive, Detroit,
Michigan

48211-1198

(Address of Principal
Executive Offices)

(Zip Code)

(313) 758-2000

(Registrant's Telephone Number, Including Area Code)

(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)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 8 Other Events

Item 8.01

On October 12, 2004, American Axle & Manufacturing Holdings, Inc. (the Company) delivered written notice to BNY Midwest Trust Company, as Trustee, and the Holders of the Company's 2% Senior Convertible Notes due 2024 (Securities) of the Company's irrevocable election to pay cash upon conversion of the Securities under the terms of the Indenture. A copy of the notice of irrevocable election is attached as Exhibit 99.1 and, other than the forward-looking information contained therein, is hereby filed under the Securities Exchange Act of 1934.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Irrevocable Cash Settlement Notice Senior Convertible Notes due 2024 |

Cautionary Statement

The attached document contains forward-looking statements. The Company's representatives may also make forward-looking statements orally from time to time. Statements in this document that are not historical facts, including statements about the Company's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update publicly any of them in light of new information or future events.

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SIGNATURES

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: October 13, 2004

By: /s/Michael K. Simonte
Michael K. Simonte
Vice President & Treasurer

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|-------------|--|
| 99.1 | Irrevocable Cash Settlement Notice Senior Convertible Notes due 2024 |