

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
Form SC 13G  
February 14, 2003

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OMB APPROVAL  
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OMB Number: 3235-0145  
-----  
Expires: December 31, 2005  
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Estimated average burden  
hours per response....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. \_\_\_\_)\*

American Axle & Manufacturing Holdings, Inc.

-----  
(NAME OF ISSUER)

Common Stock

-----  
(TITLE OF CLASS OF SECURITIES)

024061 10 3

-----  
(CUSIP NUMBER)

December 31, 2002

-----  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

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

- 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

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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).

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1. Name of Reporting Person: Blackstone Capital Partners II Merchant  
Banking Fund L.P.  
I.R.S. Identification Nos. of above persons (entities only):  
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-----  
2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]  
-----

-----  
3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization: Delaware  
-----

-----  
5. Sole Voting Power: 10,034,190  
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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
6. Shared Voting Power: 0  
-----

-----  
7. Sole Dispositive Power: 10,034,190  
-----

-----  
8. Shared Dispositive Power: 0  
-----

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
10,034,190  
-----

-----  
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]  
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-----  
11. Percent of Class Represented by Amount in Row (9): 18.7%  
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12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Person: Blackstone Offshore Capital Partners II L.P.  
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization: Cayman Islands

5. Sole Voting Power: 2,978,265

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. Shared Voting Power: 0

7. Sole Dispositive Power: 2,978,265

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,978,265

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9): 5.5%

12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Person: Blackstone Management Associates II L.L.C.  
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

5. Sole Voting Power: 14,010,192

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. Shared Voting Power: 0

7. Sole Dispositive Power: 14,010,192

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
14,010,192

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9): 26.1%

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12. Type of Reporting Person (See Instructions): 00  
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PAGE 5 OF 15 PAGES  
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1. Name of Reporting Person: Peter G. Peterson  
I.R.S. Identification Nos. of above persons (entities only):  
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2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]  
-----

-----  
3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization: United States  
-----

-----  
5. Sole Voting Power: 14,010,992  
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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
6. Shared Voting Power: 0  
-----

-----  
7. Sole Dispositive Power: 14,010,992  
-----

-----  
8. Shared Dispositive Power:  
-----

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
14,010,992  
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-----  
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]  
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11. Percent of Class Represented by Amount in Row (9): 26.1%

12. Type of Reporting Person (See Instructions): IN

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1. Name of Reporting Person: Stephen A. Schwarzman  
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization: United States

5. Sole Voting Power: 14,010,992

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. Shared Voting Power: 0

7. Sole Dispositive Power: 14,010,992

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
14,010,992

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]

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11. Percent of Class Represented by Amount in Row (9): 26.1%  
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12. Type of Reporting Person (See Instructions): IN  
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ITEM 1(a). NAME OF ISSUER:

American Axle & Manufacturing Holdings, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1840 Holbrook Avenue, Detroit, Michigan 48212

ITEM 2(a). NAME OF PERSON FILING:

Blackstone Capital Partners II Merchant Banking Fund L.P.  
Blackstone Offshore Capital Partners II L.P.  
Blackstone Management Associates II L.L.C.  
Peter G. Peterson  
Stephen A. Schwarzman

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Blackstone Management Associates II L.L.C.  
345 Park Avenue, New York, New York 10154

ITEM 2(c). CITIZENSHIP:

Blackstone Capital Partners II Merchant Banking Fund L.P. -  
Delaware  
Blackstone Offshore Capital Partners II L.P. - Cayman Islands  
Blackstone Management Associates II L.L.C. - Delaware  
Peter G. Peterson - United States  
Stephen A. Schwarzman - United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share

ITEM 2(e). CUSIP NUMBER:

024061 10 3

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

(a) [ ] Broker or dealer registered under Section 15 of the  
Exchange Act.

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- (b)  Bank as defined in section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.

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- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned:

Blackstone Capital Partners II Merchant Banking Fund L.P., a Delaware limited partnership ("BCP II") is the record holder of 10,034,190 shares of the identified class of securities and Blackstone Offshore Capital Partners II L.P., a Cayman Islands exempted limited partnership ("BOCP II") is the record holder of 2,978,265 shares of the identified class of securities.

Blackstone Family Investment Partnership II L.P., a Delaware limited partnership ("BFIP II") is the record holder of 998,537 shares of the identified class of securities.

As the sole general partner of each of BCP II and BFIP II and the sole investment general partner of BOCP II, Blackstone Management Associates II L.L.C., a Delaware limited liability company ("BMA II") may be deemed to be the beneficial owner of 14,010,992 shares of the identified securities.

Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of BMA II (the "Founding Members") and have the shared power to vote or to direct the vote of, and to dispose or to direct the disposition of, the shares of the identified class of securities that may be deemed to be beneficially owned by BMA II. As a result, the Founding Members may be deemed to beneficially own the shares of the identified class of securities that BMA II may be deemed to beneficially own, but they disclaim any such beneficial ownership except to the extent of their individual pecuniary interest in such securities.

(b) Percent of class:

See Item 11 of each cover page, which is based on Item 5 of each cover page. See Item 4(a).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

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

See Item 6 of each cover page.

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

See Item 7 of each cover page.

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

See Item 8 of each cover page.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 4(a) above.

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.

BMA II is the sole general partner of BCP II and BFIP II and the sole investment general partner of BOCP II and therefore may be deemed to be the beneficial owner of the securities held by such limited partnerships. However, BMA II disclaims that it is a beneficial owner of such securities, except to the extent of its pecuniary interest in such securities. BCP II, BFIP II and BOCP II may be deemed to be a group in relation to their respective investments in American Axle & Manufacturing Holdings, Inc.

The Founding Members may be deemed to be a group in relation to their shared power to vote or to direct the vote of, and to dispose or to direct the disposition of, the securities held, through BMA II, by BCP II, BFIP II and BOCP II.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

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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.

BLACKSTONE CAPITAL PARTNERS II  
MERCHANT BANKING FUND L.P.

By: Blackstone Management Associates II  
L.L.C., general partner

By: /s/ Robert L. Friedman

-----  
Name: Robert L. Friedman  
Title: Member

Dated: February 14, 2003

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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.

BLACKSTONE OFFSHORE CAPITAL  
PARTNERS II L.P.

By: Blackstone Management Associates II  
L.L.C., investment general partner

By: /s/ Robert L. Friedman

-----  
Name: Robert L. Friedman  
Title: Member

Dated: February 14, 2003

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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.

BLACKSTONE MANAGEMENT ASSOCIATES II  
L.L.C.

By: /s/ Robert L. Friedman

-----  
Name: Robert L. Friedman  
Title: Member

Dated: February 14, 2003

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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.

/s/ Peter G. Peterson

-----  
PETER G. PETERSON

Dated: February 14, 2003

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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.

/s/ Stephen A. Schwarzman

-----  
STEPHEN A. SCHWARZMAN

Dated: February 14, 2003