

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form S-3

March 07, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 7, 2002
REGISTRATION NUMBER 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

38-3161171
(IRS Employer
Identification Number)

1840 HOLBROOK AVENUE
DETROIT, MICHIGAN 48212
(313) 974-2000
(Address, including Zip Code, and Telephone Number, including Area Code, of
Registrant's Principal Executive Offices)

PATRICK S. LANCASTER
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
1840 HOLBROOK AVENUE
DETROIT, MICHIGAN 48212
(313) 974-2000
(Name, Address, including Zip Code, and Telephone Number, including Area Code,
of Agent for Service)

Copies of all correspondence to:

WILSON S. NEELY
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 455-2000

MICHAEL A. CAMPBELL
MAYER, BROWN, ROWE & MAW
190 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60603
(312) 782-0600

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 other than securities offered only in connection with dividend or reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common stock, par value \$0.01 per share	9,500,000	\$ 27.80	\$264,100,000

- (1) Pursuant to Rule 457(c), based on average of high and low price per share of the common stock as reported on the New York Stock Exchange on March 4, 2002 solely for purposes of calculating the registration fee.

 THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Subject to Completion, dated March 7, 2002

PROSPECTUS

9,500,000 SHARES

[AMERICAN AXLE LOGO]

AMERICAN AXLE & MANUFACTURING
HOLDINGS, INC.

COMMON STOCK

The selling stockholders identified in this prospectus may offer from time to time all of the shares to be sold in the offering. We are not selling any shares of common stock under this prospectus and will not receive any of the proceeds from the sale of shares by the selling stockholders.

The selling stockholders may sell the shares of common stock described in this prospectus in a number of different ways and at varying prices. We provide more information about how they may sell their shares in the section titled "Plan of Distribution" on page 11.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 4 OF THIS PROSPECTUS.

At the time a particular offer of shares is made, we will if required, set forth the terms of the offering in a supplement to this prospectus.

The shares trade on the New York Stock Exchange under the symbol "AXL." On March 6, 2002, the last sale price of the shares as reported on the New York Stock Exchange was \$29.75 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

THE DATE OF THIS PROSPECTUS IS , 2002.

TABLE OF CONTENTS

	PAGE

ABOUT THIS PROSPECTUS	2
WHERE YOU CAN FIND ADDITIONAL INFORMATION	2
RISK FACTORS	4
USE OF PROCEEDS	9
PRICE RANGE OF COMMON STOCK	9
DIVIDEND POLICY	9
PRINCIPAL AND SELLING STOCKHOLDERS	10
PLAN OF DISTRIBUTION	11
LEGAL MATTERS	11
EXPERTS	11

ABOUT THIS PROSPECTUS

You should rely on the information incorporated by reference or contained in this prospectus or any supplement. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus or any supplement. The selling stockholders are offering their 9,500,000 shares of common stock. The selling stockholders will not make an offer of the shares of common stock in any state where the offer is not permitted. We will not receive any proceeds from the sale of shares by the selling stockholders. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock.

This preliminary prospectus is subject to completion prior to this offering. Among other things, this preliminary prospectus describes our company as we currently exist.

As used in this prospectus, except as otherwise indicated, references to "AAM," "the company," "we," "our" or "us" mean American Axle & Manufacturing Holdings, Inc. and its subsidiaries and predecessors, collectively.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

This prospectus is part of a registration statement filed with the SEC. The registration statement contains additional information and exhibits not included in this prospectus and refers to documents that are filed as exhibits to other SEC filings. We also file annual, quarterly and current reports, proxy statements and other information with the SEC.

You can call the SEC's toll-free number at 1-800-SEC-0330 for further information. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding companies like ours that file with the SEC electronically. The documents can be found by searching the EDGAR archives at the SEC's website. Our SEC filings, and other

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

information about us, may also be obtained from our website at www.aam.com, although information on our website does not constitute a part of this prospectus.

We have elected to "incorporate by reference" certain information into this prospectus, which means we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus.

We incorporate by reference:

- o Our annual report on Form 10-K for the fiscal year ended December 31, 2000 filed with the SEC on March 15, 2001, including the information specifically incorporated by reference into our Form 10-K from our Proxy Statement for our 2001 Annual Meeting of Shareholders, also filed with the SEC on March 15, 2001;

2

- o Our quarterly report on Form 10-Q for the nine months ended September 30, 2001 filed with the SEC on November 14, 2001;
- o Our quarterly report on Form 10-Q for the six months ended June 30, 2001 filed with the SEC on July 27, 2001;
- o Our quarterly report on Form 10-Q for the three months ended March 31, 2001 filed with the SEC on May 14, 2001; and
- o The description of our common stock contained in our registration statement on Form S-1/A filed with the SEC on January 29, 1999, including any amendments or reports filed for the purpose of updating such description.

We are also incorporating by reference all other reports that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus and the date of the completion of any offering made pursuant to this prospectus. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement that is modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may obtain copies of these documents from us without charge by writing or telephoning us at:

American Axle & Manufacturing Holdings, Inc.
Attention: Investor Relations
1840 Holbrook Avenue
Detroit, Michigan 48212-3488
Telephone Number: (313) 974-2073

3

RISK FACTORS

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The terms "expect", "anticipate", "intend", "project" and similar words or expressions are intended to identify forward-looking statements. These statements speak only as of the date of this prospectus. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, certain of which are described below. It is not possible to foresee or identify all such factors. We make no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

OUR OPERATIONS ARE LINKED TO DOMESTIC AUTOMOTIVE PRODUCTION AND A DECREASE IN CONSUMER DEMAND, TIGHTER GOVERNMENT REGULATIONS OR INCREASED COSTS COULD NEGATIVELY IMPACT OUR OPERATIONS.

Our operations are cyclical because they are directly related to domestic automotive production, which is itself cyclical and dependent on general economic conditions and other factors. Sales of axles and related driveline components for light trucks and sport-utility vehicles, or "SUVs", constituted approximately 90% of our sales in 2001. There can be no assurance that positive trends in sales of these vehicles, or that the increasing penetration of four-wheel drives/all-wheel drives, or "4WD/AWDs", as a percentage of these vehicles, will continue. A decrease in consumer demand for the models that generate the most sales for us, our failure to obtain sales orders for new or redesigned models or pricing pressure from our customers or competitors could have a material adverse effect on our business. Government regulations, including those relating to Corporate Average Fuel Economy regulations, could impact vehicle mix and volume, which could also adversely affect the demand for our existing products.

The prices of the raw materials needed for our products may increase and we may be unable to pass these raw material price increases to our customers due to pricing pressure to remain competitive. In addition, we sell most of our products under long-term contracts with prices established at the time the contracts were entered into. There is substantial and continuing pressure from our key customers, the major automotive companies, to reduce the number of outside suppliers and reduce costs. Management believes that our ability to control costs, achieve productivity improvements and develop new products will be essential to remain competitive. There can be no assurance that we will be able to improve or maintain our profitability on product sales.

THE LOSS OF, OR SIGNIFICANT REDUCTION IN, PURCHASES OF OUR PRODUCTS BY GM COULD ADVERSELY AFFECT OUR BUSINESS.

We are the principal supplier of driveline components to GM for its light trucks, SUVs and rear-wheel drive, or "RWD", passenger cars. We sell products to GM under lifetime program contracts, or "LPCs", which have terms equal to the lives of the relevant vehicle programs or their respective derivatives of typically 6 to 12 years. The LPCs establish pricing for products sold to GM and require us to remain competitive with respect to technology, design and quality. Substantially all of our sales to GM are made pursuant to the LPCs. Sales to GM were approximately 87% of our total sales in 2001, 85% in 2000 and 86% in 1999. We will have to compete for future GM business upon the termination of the LPCs or our component supply agreement, or "CSA", with GM. There can be no assurance that we will remain competitive with respect to technology, design and quality to GM's reasonable satisfaction. Pricing negotiated with GM in future agreements may be more or less favorable than the LPCs and other currently applicable agreements. If we lose any significant portion of our sales to GM, or if GM significantly reduces its production of

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

light trucks or SUVs, it would have a material adverse effect on our results of operations and financial condition. Disputes arising from any current or future agreements between us and GM could have a material adverse impact on our relations and our results of operations or financial condition.

4

FUTURE WORK STOPPAGES AT GM COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION, RESULTS OF OPERATIONS AND THE CONDUCT OF OUR BUSINESS.

Because GM accounts for approximately 87% of our sales, future work stoppages at GM could materially and adversely affect our financial condition, results of operations and the conduct of our business. Over the past five years, there have been labor strikes against GM which have resulted in work stoppages at GM. We estimate that the work stoppage at GM during June and July of 1998 resulted in lost sales to us of approximately \$188 million and lost operating income (including related start-up inefficiencies in our operations in August 1998) of approximately \$71.2 million. We also estimate that work stoppages at GM resulted in lost sales to us of approximately \$95 million in 1996 and \$60 million in 1997.

OUR BUSINESS COULD BE NEGATIVELY IMPACTED IF WE FAIL TO MAINTAIN SATISFACTORY LABOR RELATIONS.

Although we believe our relations with our unions are positive, there can be no assurance that future issues with our labor unions will be resolved favorably or that we will not experience a work stoppage which could adversely affect our business. Since we commenced operations in 1994, we have not experienced any strikes. Our current national collective bargaining agreement with the United Automobile, Aerospace and Agricultural Workers of America, or "UAW", runs through February 25, 2004 and our collective bargaining agreement with the International Association of Machinists runs through May 5, 2004. Associates at our MSP Industries Corporation, or "MSP", subsidiary and our Colfor Manufacturing Inc., or "Colfor", subsidiary are also represented by the UAW under collective bargaining agreements that expire in 2005. In addition, associates at our Albion Automotive (Holdings) Limited, or "Albion", subsidiary in Scotland are represented by labor unions under various collective bargaining agreements that expire in 2004, certain of which may be terminated upon six-months' notice. Associates at our Guanajuato, Mexico facility, or "Guanajuato Gear & Axle", and our Brazilian majority-owned facility are represented by labor unions that are subject to collective bargaining agreements that expire annually.

BLACKSTONE HAS SIGNIFICANT INFLUENCE ON ALL STOCKHOLDER VOTES AND MAY HAVE INTERESTS THAT ARE DIFFERENT FROM YOURS.

After this offering, Blackstone Capital Partners II Merchant Banking Fund L.P. and certain of its affiliates will have approximately 27.1% beneficial ownership of our common stock. See "Principal and Selling Stockholders". As a result, Blackstone will continue to have significant influence on matters submitted to our stockholders, including proposals regarding:

- o any merger, consolidation or sale of all or substantially all of our assets,
- o the election of members of our board of directors and
- o preventing or causing a change of control of our company.

In addition to its significant influence, Blackstone's interest may be

significantly different from the interests of other owners of our common stock.

We are a party to a stockholders' agreement with Blackstone, Jupiter Capital Corporation, or "Jupiter", Richard E. Dauch and certain other stockholders. Generally, pursuant to the stockholders' agreement, so long as Blackstone owns at least one-third of the common stock held by it at our recapitalization in 1997, (i) if Blackstone receives and accepts an offer from a person to purchase all, or substantially all, of the common stock held by Blackstone, Jupiter, Mr. Dauch and certain other stockholders, then Jupiter, Mr. Dauch and such other stockholders are required to offer their shares of common stock in any such sale and (ii) if Blackstone proposes to transfer all or a portion of its shares of common stock, other than to its affiliates or in connection with a public offering registered under the Securities Act, Jupiter, Mr. Dauch and such other stockholders have the right to require the transferee to purchase a proportional share of their respective shares.

5

WE HAVE SUBSTANTIAL LEVERAGE, WHICH COULD RESTRICT OUR GROWTH, PLACE US AT A COMPETITIVE DISADVANTAGE OR OTHERWISE IMPAIR OUR ABILITY TO CONDUCT OUR BUSINESS.

Our ability to satisfy our debt obligations will depend on our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, certain of which are beyond our control. We have incurred substantial indebtedness, principally in connection with our recapitalization in 1997. As of December 31, 2001, we had approximately \$878.2 million of outstanding long-term indebtedness under our outstanding senior subordinated notes, our senior secured bank credit facilities, our receivables financing facility and other capital lease and debt obligations. At December 31, 2001, we had approximately \$534.7 million of stockholders' equity.

The degree to which we are leveraged could have important consequences, including the following: (i) our ability to obtain additional financing in the future for working capital, capital expenditures, research and development, acquisitions or general corporate purposes may be impaired; (ii) a substantial portion of our cash flow from operations must be dedicated to the payment of interest on our existing indebtedness, thereby reducing the funds available to us for other purposes; (iii) our operations are restricted by the agreements governing our long-term indebtedness which contain certain financial and operating covenants; (iv) indebtedness under our credit facilities is at variable rates of interest, and therefore we are vulnerable to increases in interest rates; (v) all of the indebtedness outstanding under the credit facilities is secured by substantially all of our assets; and (vi) our substantial degree of leverage could make it more vulnerable in the event of a downturn in general economic conditions or in our business.

We believe, based on current circumstances, that our cash flow, together with available borrowings under the credit facilities, will be sufficient to permit us to meet our operating expenses and to service our debt requirements. Significant assumptions underlie this belief, including, among other things, that we will succeed in implementing our business and growth strategies and there will be no material adverse developments in our business, liquidity or capital requirements. The impact of work stoppages at GM have had and may in the future have a significant adverse impact on our results of operations and liquidity and have contributed and may contribute in the future to an increase in our leverage. In addition, the consummation of future acquisitions could also increase our leverage.

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

WE ARE SUBJECT TO RESTRICTIVE COVENANTS IN THE AGREEMENTS GOVERNING OUR INDEBTEDNESS.

The agreements governing our indebtedness include certain covenants that restrict, among other things, (i) the incurrence of additional indebtedness, certain convertible or mandatorily redeemable securities and preferred stock, (ii) the payment of dividends on, and redemption of, capital stock and the redemption of indebtedness that is subordinate in right of payment to our senior subordinated notes, (iii) certain other restricted payments, (iv) certain sales of assets, (v) certain transactions with affiliates, (vi) the creation of certain liens and (vii) consolidations, mergers, and transfers of all or substantially all of our assets. The debt agreements also contain other and more restrictive covenants and prohibit us from prepaying certain indebtedness. The debt agreements also require us to comply with financial covenants relating to interest coverage, leverage, retained earnings and capital expenditures. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and there can be no assurance that we will meet those tests. A breach of any of these covenants, ratios or tests could result in default under our debt agreements.

We are currently in compliance with the covenants and restrictions contained in our debt agreements. However, our ability to continue to comply may be affected by events beyond our control, including prevailing economic, financial and industry conditions. In addition, upon the occurrence of an event of default under the debt agreements, the lenders could elect to declare all amounts outstanding under the debt agreements, together with accrued interest, to be immediately due and payable. If we were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure that indebtedness.

6

WE AND OUR CUSTOMERS MAY NOT BE ABLE TO TIMELY OR SUCCESSFULLY LAUNCH NEW PRODUCT PROGRAMS.

Our customers are preparing to launch new product programs for which we will supply newly developed axles and other driveline components. Certain of these program launches could require substantial capital investments by us.

Although we do not currently anticipate any problems completing such new product program launch activities in time for the start of production, there can be no assurance that we will be able to install and certify the equipment needed to produce products for these new product programs in time for the start of production. There can be no assurance that the transitioning of our manufacturing facilities and resources to full production under these new product programs, or any other future product programs, will not impact production rates or other operational efficiency measures at our facilities. In addition, there can be no assurance that our customers will execute the launch of these product programs, or any additional future product program for which we will supply products, on schedule.

WE FACE SUBSTANTIAL COMPETITION AND OUR COMPETITORS MAY HAVE SUPERIOR RESOURCES, WHICH COULD PLACE US AT A COMPETITIVE DISADVANTAGE.

The OEM supply industry is highly competitive with a number of other manufacturers that produce competitive products. Quality, delivery and price, as well as technological innovation, are the primary elements of competition. There can be no assurance that our products will compete successfully with those of our competitors. These competitors include driveline component manufacturing facilities of existing OEMs, as well as independent domestic and

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

international suppliers. Certain competitors are more diversified and have greater access to financial resources. There can be no assurance that our business will not be adversely affected by increased competition, or that we will be able to maintain our profitability, if the competitive environment changes.

OUR ABILITY TO OPERATE EFFECTIVELY COULD BE IMPAIRED IF WE LOSE KEY PERSONNEL OR FAIL TO ATTRACT AND RETAIN ASSOCIATES.

Our success will depend, in part, on the efforts of our executive officers and other key associates, including Richard E. Dauch, Co-Founder, Chairman of the Board and Chief Executive Officer. In addition, our future success will depend on, among other factors, our ability to continue to attract and retain qualified personnel. We do not have employment agreements with any of our associates other than Mr. Dauch, Robin J. Adams, Executive Vice President -- Finance and Chief Financial Officer and Alan L. Shaffer, Vice President -- Manufacturing Services. We do not have "key man" life insurance on any of our associates other than Mr. Dauch. The loss of the services of key associates or the failure to attract or retain associates could have a material adverse effect on our financial condition and results of operations.

WE ARE SUBJECT TO RISKS AND COSTS ASSOCIATED WITH NON-COMPLIANCE WITH ENVIRONMENTAL REGULATIONS.

Our operations are subject to federal, state, local and foreign laws and regulations governing, among other things, emissions to air, discharge to waters and the generation, handling, storage, transportation, treatment and disposal of waste and other materials. We believe that our operations and facilities have been and are being operated in compliance, in all material respects, with applicable environmental and health and safety laws and regulations, many of which provide for substantial fines and criminal sanctions for violations. The operation of automotive parts manufacturing plants entails risks in these areas, however, and there can be no assurance that we will not incur material costs or liabilities. In addition, potentially significant expenditures could be required in order to comply with evolving environmental and health and safety laws, regulations or requirements that may be adopted or imposed in the future.

We believe that the overall impact of compliance with regulations and legislation protecting the environment will not have a material effect on our financial condition or results of operations, although no assurance can be given in this regard.

7

WE DEPEND ON A LIMITED NUMBER OF SUPPLIERS FOR SOME KEY COMPONENTS AND MATERIALS IN OUR PRODUCTS, WHICH MAKES US SUSCEPTIBLE TO SUPPLY SHORTAGES OR PRICE FLUCTUATIONS THAT COULD ADVERSELY AFFECT OUR BUSINESS.

We have initiated a policy of strengthening our supplier relationships by concentrating our productive material purchases with a limited number of suppliers. We believe that this policy contributes to quality and cost control and increases our suppliers' commitments to us. We rely upon, and expect to continue to rely upon, single source suppliers for certain critical components that are not readily available in sufficient volume from other sources. There can be no assurance that the suppliers of these productive materials will be able to meet our future needs on a timely basis, or be willing to continue to be suppliers to us, or that a disruption in a supplier's business would not disrupt the supply of productive materials that could not easily be replaced.

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

OUR CERTIFICATE OF INCORPORATION AND BY-LAWS AND DELAWARE LAW INCLUDE PROVISIONS THAT MAY DISCOURAGE A TAKEOVER ATTEMPT.

Certain provisions of our certificate of incorporation and by-laws and Delaware law may make any acquisition of control of us in a transaction that is not approved by our board of directors more difficult or expensive.

THE PRICE OF OUR STOCK IS SUBJECT TO VOLATILITY, WHICH MAY MAKE IT MORE DIFFICULT TO REALIZE A GAIN ON YOUR INVESTMENT IN OUR COMMON STOCK.

Various factors, such as general economic conditions and changes or volatility in the financial markets, announcements or significant developments with respect to the automotive industry, actual or anticipated variations in our quarterly or annual financial results, the introduction of new products or technologies by us or our competitors, changes in other conditions or trends in our industry or in the markets of any of our significant customers, changes in governmental regulation or changes in securities analysts' estimates of our future performance or that of our competitors or our industry, could cause the market price of the common stock to fluctuate substantially.

OUR STOCK PRICE MAY BE AFFECTED IF ADDITIONAL SHARES ARE SOLD.

Future sales of substantial amounts of shares of our common stock in the public market could adversely affect prevailing market prices and the price of our common stock and could impair our ability to raise capital through future sales of our equity securities.

8

USE OF PROCEEDS

All net proceeds from the sale of the shares of our common stock offered in this prospectus will go to the selling stockholders. We will not be selling shares or receiving proceeds from this offering.

PRICE RANGE OF COMMON STOCK

Our common stock has been trading publicly on the New York Stock Exchange under the symbol "AXL" since January 29, 1999. The table below sets forth the range of quarterly high and low closing sales prices for our common stock on the New York Stock Exchange during the calendar quarters indicated.

	HIGH	LOW
	-----	-----
1999		
First Quarter	\$ 16.69	\$ 11.69
Second Quarter	16.31	12.00
Third Quarter	16.94	14.00
Fourth Quarter	15.00	11.94
2000		
First Quarter	\$ 17.00	\$ 12.00
Second Quarter	16.88	14.19
Third Quarter	16.00	10.75
Fourth Quarter	12.56	5.94
2001		
First Quarter	\$ 11.55	\$ 7.75
Second Quarter	17.00	8.85

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

Third Quarter	22.25	10.03
Fourth Quarter	21.79	12.06
2002		
First Quarter (through March 6, 2002)	\$ 29.75	\$ 20.26

On March 6, 2002, the closing sale price of our common stock as reported by the New York Stock Exchange was \$29.75 per share. As of February 15, 2002, there were approximately 482 stockholders of record of our common stock.

DIVIDEND POLICY

We have not paid any dividends since our recapitalization in 1997. We currently intend to retain any earnings for use in our business and do not anticipate paying any cash dividends in the foreseeable future. In addition, our bank credit facilities and senior subordinated notes restrict us from paying cash dividends on shares of our capital stock.

9

PRINCIPAL AND SELLING STOCKHOLDERS

The table below sets forth, as of March 5, 2002, certain information with respect to the beneficial ownership of our common stock by (1) each person who we know to be the beneficial owner of more than 5% of our common stock and (2) our Co-Founder, Chairman of the Board and Chief Executive Officer. Unless otherwise indicated, we believe that the beneficial owner has sole voting and investment power over such shares. We are parties to a stockholders' agreement with Blackstone, Mr. Dauch and certain other stockholders that provides for certain tag-along and drag-along rights, the operation of which could result in a change of control of our company. Percentage ownership in the table below assumes the exercise of options to purchase 4,322,943 shares that were granted prior to our initial public offering and that are currently exercisable. Options granted after our initial public offering are assumed to be exercised as described in note (2) below.

NAME OF BENEFICIAL OWNER	NUMBER OF SHARES CURRENTLY OWNED	PERCENTAGE OF TOTAL VOTING POWER PRIOR TO OFFERING	NUMBER OF SHARES TO BE SOLD	NUMBER OF SHARES TO BE OWNED AFTER OFFERING	PERCE TOTAL POWE OFF
Blackstone (1)	22,010,992	42.5%	8,000,000	14,010,992	
Richard E. Dauch (2)	8,712,483	16.8	1,500,000	7,212,483	

(1) 22,010,992 shares, or 42.5% (before the offering), of the outstanding shares are held collectively by Blackstone Capital Partners II Merchant Banking Fund L.P., Blackstone Offshore Capital Partners II L.P. and Blackstone Family Investment Partnership II L.P. (collectively, "Blackstone"). Blackstone Management Associates II L.L.C. ("BMA") is the general partner of each of such entities. BMA's business address is 345 Park Avenue, 31st Floor, New York, New York 10154. Messrs. Robert L. Friedman, Richard C. Lappin and Bret D. Pearlman who are on our Board of

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

Directors are each members of BMA, which has investment and voting control over the shares owned by Blackstone. Each of such person disclaims beneficial ownership of such shares. Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of BMA and as such may be deemed to share beneficial ownership of the shares owned by Blackstone.

- (2) Includes 7,304,949 shares held by the Dauch Annuity Trust 2001, the Dauch Annuity Trust 2004 and the Dauch Annuity Trust 2007 (collectively the "Dauch Trusts"). Mr. Dauch is the Trustee of the Dauch Trusts and has the power to sell, transfer or otherwise dispose of shares owned by the Dauch Trusts. Also includes 1,406,134 shares issuable under options that are currently exercisable or that will become exercisable within 60 days of March 5, 2002, including options to purchase 169,950 shares that were granted after our initial public offering. Mr. Dauch's business address is c/o American Axle & Manufacturing Holdings, Inc., 1840 Holbrook Avenue, Detroit, Michigan 48212.

TRANSACTIONS WITH SELLING STOCKHOLDERS

In connection with a leveraged recapitalization transaction in 1997 through which Blackstone acquired a majority ownership interest, we entered into an agreement, which was amended in 2001, pursuant to which Blackstone provides certain advisory and consulting services to us. We incurred costs of \$4.0 million, \$4.6 million and \$4.0 million for such services provided by Blackstone in 2001, 2000 and 1999, respectively.

Mr. Dauch is one of our co-founders and is our Chairman of the Board and Chief Executive Officer and also Chairman of the Executive Committee of the Board of Directors. He has been Chief Executive Officer and a member of the Board of Directors since co-founding the Company in 1994. He was also President of the Company from 1994 through December 2000.

10

PLAN OF DISTRIBUTION

We are registering the shares of our common stock on behalf of the selling stockholders. The selling stockholders may offer their shares of our common stock at various times in one or more of the following transactions:

- o on the New York Stock Exchange,
- o in private transactions other than on the New York Stock Exchange,
- o to one or more underwriters for public offering and sale by them, or
- o in a combination of any of the other three transactions listed here.

The selling stockholders may sell their shares at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices.

The selling stockholders may use broker-dealers to sell their shares. If this happens, broker-dealers will either receive discounts or commissions from the selling stockholders, or they will receive commissions from purchasers of shares for whom they acted as agents. If the shares are sold through one or more underwriters, any underwriting compensation paid to underwriters or agents in connection with the sale and any discounts, concessions or commissions allowed by underwriters to participating dealers will be set forth in the

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

applicable prospectus supplement.

The selling stockholders also may sell all or a portion of their shares in open market transactions in reliance upon Rule 144 under the Securities Act, provided they meet the criteria and conform to the requirements of that rule.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed on for us by Simpson Thacher & Bartlett, New York, New York. Certain legal matters will be passed upon for the underwriters, if any, by Mayer, Brown, Rowe & Maw, Chicago, Illinois.

EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus by reference from our Annual Report on Form 10-K for the year ended December 31, 2000 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

11

9,500,000 SHARES

[AMERICAN AXLE LOGO]

AMERICAN AXLE & MANUFACTURING
HOLDINGS, INC.

COMMON STOCK

PROSPECTUS

MARCH , 2002

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the fees and expenses in connection with the issuance and distribution of the securities being registered hereunder. Except for the SEC registration fee and the NASD filing fee, all amounts are estimates.

SEC registration fee	\$24,380
NASD filing fee*	
NYSE filing fee*	
Accounting fees and expenses*	
Legal fees and expenses*	
Blue Sky fees and expenses (including counsel fees)*	
Printing and engraving expenses*	
Transfer agent's and registrar's fees and expenses*	
Miscellaneous Expenses*	-----
Total	\$ =====

* Estimated

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Law") authorizes the registrant to indemnify the officers and directors of the Company, under certain circumstances and subject to certain conditions and limitations as stated therein, against all expenses and liabilities incurred by or imposed upon them as a result of actions, suits and proceedings, civil or criminal, brought against them as such officers and directors if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Reference is hereby made to Article VI of the registrant's bylaws, a copy of which is filed as Exhibit 3.02, which provides for indemnification of officers and directors of the registrant to the full extent authorized by

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

Section 145 of the Delaware Law. Section 7 of Article VI of the bylaws authorizes the registrant to purchase and maintain insurance on behalf of any officer, director, employee, trustee or agent of the registrant or its subsidiaries against any liability asserted against or incurred by them in such capacity or arising out of their status as such, whether or not the registrant would have the power to indemnify such officer, director, employee, trustee or agent against such liability under the provisions of such Article or Delaware law.

The registrant maintains a directors' and officers' insurance policy which insures the officers and directors of the Registrant from any claim arising out of an alleged wrongful act by such persons in their respective capacities as officers and directors of the Registrant.

Section 102(b)(7) of the Delaware Law permits corporations to eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of a fiduciary duty of care as a director. Reference is made to Article Sixth of the registrant's certificate of incorporation, a copy of which is filed as Exhibit 3.01, which limits a director's liability in accordance with such Section.

Reference is made to Section 6 of the purchase agreement, a copy of which is filed as Exhibit 1.01, for information concerning indemnification arrangements among the registrant, the selling stockholders and the underwriters.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) EXHIBITS

The following exhibits are filed herewith unless otherwise indicated.

II-1

NUMBER	DESCRIPTION OF EXHIBIT
-----	-----
**1.01	Form of Purchase Agreement
2.01	Agreement and Plan of Merger, dated January 22, 1999, between the Company and American Axle & Manufacturing, Inc. ("AAM, Inc."). (Incorporated by reference Exhibit 2.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.01	Amended and Restated Certificate of Incorporation (Incorporated by reference Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.02	Bylaws (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(a)	Specimen Stock Certificate (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(b)	Indenture, dated as of March 5, 1999, among American Axle & Manufacturing, Inc., issuer, American Axle & Manufacturing Holdings, Inc., as guarantor, and IBJ W

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

- Bank & Trust Company, as trustee (Incorporated by reference to Exhibit 4.01 of American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-3 (Registration No. 333-76605)).
- 4.02 Form of 9.75% Senior Subordinated Note due 2009 (the "Exchange Note") (Incorporated by reference to Exhibit 4.02 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))
- 4.03 Exchange and Registration Rights Agreement, dated March 5, 1999, among AAM Inc, Chase Securities, Inc., Donaldson Lufkin & Jenrette Securities Corporation and Morgan Stanley & Co. Incorporated (Incorporated by reference to Exhibit 4.03 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))
- **5.01 Opinion of Simpson Thacher & Bartlett as to the legality of the Common Stock registered
- 12 Statement of Computation of Ratio of Earnings to Fixed Charges (Incorporated by reference to Exhibit 12 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2000)
- 13 Annual Report to Stockholders for the year ended December 31, 2000 (Incorporated by reference to Exhibit 13 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2000)
- **23.01 Consent of Simpson Thacher & Bartlett (contained in Exhibit 5.01)
- *23.02 Consent of Deloitte & Touche LLP
- *24.01 Powers of Attorney (included on pages II-4 and II-5) (All other exhibits are applicable.)

* Filed herewith.

** To be filed by amendment.

II-2

ITEM 17. UNDERTAKINGS

The undersigned registrant hereby undertakes, in accordance with Rule 415:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement (other than as provided in the proviso and instructions to Item 512(a) of Regulation S-K) (i) any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offerings of such securities at

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

that time shall be deemed to be the initial bona fide offering thereof.

(3) It will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant also hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby further undertakes that for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Detroit, State of Michigan, on the 7th day of March, 2002.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

BY: /s/ Patrick S. Lancaster

Patrick S. Lancaster
Group Vice President, Chief Administrative
Officer and Secretary

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

below hereby constitutes and appoints Richard E. Dauch or Patrick S. Lancaster, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to the registration statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on the 7th day of March, 2002.

SIGNATURE -----	TITLE -----	DATE -----
By: /s/ Richard E. Dauch ----- Richard E. Dauch	Co-Founder, Chairman of the Board of Directors and Chief Executive Officer	March 7, 2002
By: /s/ Robin J. Adams ----- Robin J. Adams	Executive Vice President -- Finance and Chief Financial Officer (Chief Accounting Officer)	March 7, 2002
By: /s/ Forest J. Farmer ----- Forest J. Farmer	Director	March 7, 2002
By: /s/ Robert L. Friedman ----- Robert L. Friedman	Director	March 7, 2002
By: /s/ Richard C. Lappin ----- Richard C. Lappin	Director	March 7, 2002
By: /s/ B.G. Mathis ----- B.G. Mathis	Director	March 7, 2002

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

SIGNATURE -----	TITLE -----	DATE -----
By: /s/ Larry W. McCurdy ----- Larry W. McCurdy	Director	March 7, 2002
By: /s/ Bret D. Pearlman ----- Bret D. Pearlman	Director	March 7, 2002
By: /s/ John P. Reilly ----- John P. Reilly	Director	March 7, 2002
By: /s/ Thomas K. Walker ----- Thomas K. Walker	Director	March 7, 2002

II-5

EXHIBIT INDEX

NUMBER -----	DESCRIPTION OF EXHIBIT -----
**1.01	Form of Purchase Agreement
2.01	Agreement and Plan of Merger, dated January 22, 1999, between the Company and American Axle & Manufacturing, Inc. ("AAM, Inc."). (Incorporated by reference Exhibit 2.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.01	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.02	Bylaws (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(a)	Specimen Stock Certificate (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(b)	Indenture, dated as of March 5, 1999, among American Axle & Manufacturing, Inc., issuer, American Axle & Manufacturing Holdings, Inc., as guarantor, and IJB Wh Bank & Trust Company, as trustee (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-76605)).
4.02	Form of 9.75% Senior Subordinated Note due 2009 (the Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form S-3

- 4.03 Exchange and Registration Rights Agreement, dated March 5, 1999, among AAM Inc Chase Securities, Inc., Donaldson Lufkin & Jenrette Securities Corporation and Stanley & Co. Incorporated (Incorporated by reference to Exhibit 4.03 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-3 (Registration No. 333-76605))
- **5.01 Opinion of Simpson Thacher & Bartlett as to the legality of the Common Stock being registered
- 12 Statement of Computation of Ratio of Earnings to Fixed Charges (Incorporated by reference to Exhibit 12 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2000)
- 13 Annual Report to Stockholders for the year ended December 31, 2000 (Incorporated by reference to Exhibit 13 filed with American Axle & Manufacturing Holdings, Inc. Form 10-K for the year ended December 31, 2000)
- **23.01 Consent of Simpson Thacher & Bartlett (contained in Exhibit 5.01)
- *23.02 Consent of Deloitte & Touche LLP
- *24.01 Powers of Attorney (included on pages II-4 and II-5) (All other exhibits are not applicable.)

* Filed herewith.

** To be filed by amendment.