

TRIMAS CORP
Form 424B5
September 11, 2013
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Filed pursuant to Rule 424(b)(5)
Registration No. 333-172525

PROSPECTUS SUPPLEMENT

(To Prospectus dated April 15, 2011)

4,500,000 Shares

TriMas Corporation
Common Stock

We are offering 4,500,000 shares of our common stock. We will receive all of the net proceeds from the sale of such common stock.

Our common stock is listed on the NASDAQ Global Select MarketSM and trades under the ticker symbol TRS. On September 10, 2013, the last reported sale price of our common stock on the NASDAQ Global Select MarketSM was \$35.54 per share.

	Per Share	Total
Public offering price	\$35.40	\$159,300,000
Underwriting discounts and commissions	\$1.593	\$7,168,500
Proceeds to the Company, before expenses	\$33.807	\$152,131,500

We have granted the underwriters an option to purchase up to an additional 675,000 shares from us at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement. If the underwriters exercise this option in full, the total underwriting discounts and commissions will be \$8,243,775 and the total proceeds, before expenses, to us will be \$174,951,225.

Investing in our common stock involves certain risks. See Risk Factors on page S-11 of this prospectus supplement, Risk Factors beginning on page 3 of the accompanying prospectus and the Risk Factors section beginning on page 15 of our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated herein by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the

contrary is a criminal offense.

The underwriters are offering the shares of our common stock as set forth under Underwriting (Conflicts of Interest). Delivery of the shares of common stock will be made on or about September 16, 2013.

Joint Bookrunners

Deutsche Bank Securities

J.P. Morgan

BofA Merrill Lynch

Goldman, Sachs & Co.
Co-Managers

Wells Fargo Securities

KeyBanc Capital Markets
Roth Capital Partners

Barrington Research Associates
Sidoti & Company, LLC

The date of this prospectus supplement is September 10, 2013.

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You should read this prospectus supplement and the documents incorporated by reference carefully before you invest. Such documents contain important information you should consider when making your investment decision. See Information Incorporated by Reference on page S-27. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus supplement does not extend to you. You should rely only on the information provided in this prospectus supplement, documents incorporated by reference in this prospectus supplement and any related free writing prospectus. We have not authorized anyone to provide you with different information.

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ABOUT THIS PROSPECTUS SUPPLEMENT

Unless the context otherwise requires, the terms TriMas, the Company, we, us and our refer to TriMas Corporation and its subsidiaries.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the accompanying prospectus, provides more general information about us and our common stock. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement and the accompanying prospectus and any related free writing prospectus. None of the Company or the underwriters has authorized anyone to provide information different from that contained in, incorporated or deemed incorporated by reference into this prospectus supplement or the accompanying prospectus.

Before you invest, you should read the registration statement of which this document forms a part, this document, the accompanying prospectus and the documents incorporated by reference herein that are described under the heading Information Incorporated by Reference.

The information in this document may only be accurate on the date of the document. You should assume that the information appearing in this prospectus supplement is accurate only as of the date on the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

We are not making an offer of these securities in any jurisdiction where the offer is not permitted.

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SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement and any documents we incorporate by reference herein may contain forward-looking statements (as that term is defined by the federal securities laws) about our financial condition, results of operations and business. You can find many of these statements by looking for words such as *may*, *will*, *expect*, *anticipate*, *believe*, *estimate* and similar words used in this prospectus supplement.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution readers not to place undue reliance on the statements, which speak only as of the date of this prospectus supplement.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statement to reflect events or circumstances after the date of this prospectus supplement or to reflect the occurrence of unanticipated events.

We disclose important factors that could cause our actual results to differ materially from our expectations under *Risk Factors* and elsewhere in this prospectus supplement or any documents we incorporate by reference herein or therein. These cautionary statements qualify all forward-looking statements attributed to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other condition, results of operations, prospects and ability to service our debt. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial position and results of operations or cash flows.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this prospectus supplement include general economic conditions in the markets in which we operate, industry-related factors and offering-related factors such as:

Our businesses depend upon general economic conditions and we serve some customers in highly cyclical industries; as such, we may be subject to the loss of sales and margins due to an economic downturn or recession;

Many of the markets we serve are highly competitive, which could limit the volume of products that we sell and reduce our operating margins;

Our growth strategy includes the impact of acquisitions. If we are unable to identify attractive acquisition candidates, successfully integrate acquired operations or realize the intended benefits of our acquisitions, we may be adversely affected;

We may be unable to successfully implement our business strategies. Our ability to realize our business strategies may be limited;

Increases in our raw material or energy costs or the loss of critical suppliers could adversely affect our profitability and other financial results;

Our products are typically highly engineered or customer-driven and we are subject to risks associated with changing technology and manufacturing techniques that could place us at a competitive disadvantage;

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We depend on the services of key individuals and relationships, the loss of which could materially harm us;

We have substantial debt principal and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations;

Restrictions in our debt instruments and accounts receivable facility limit our ability to take certain actions and breaches thereof could impair our liquidity;

We have significant goodwill and intangible assets, and future impairment of our goodwill and intangible assets could have a material negative impact on our financial results;

We may face liability associated with the use of products for which patent ownership or other intellectual property rights are claimed;

We may be unable to adequately protect our intellectual property;

We may incur material losses and costs as a result of product liability, recall and warranty claims that may be brought against us;

Our business may be materially and adversely affected by compliance obligations and liabilities under environmental laws and regulations;

Our borrowing costs may be impacted by our credit ratings developed by various rating agencies;

We have significant operating lease obligations and our failure to meet those obligations could adversely affect our financial condition;

We may be subject to further unionization and work stoppages at our facilities or our customers may be subject to work stoppages, which could seriously impact the profitability of our business;

Our healthcare costs for active employees and future retirees may exceed our projections and may negatively affect our financial results;

A growing portion of our sales may be derived from international sources, which exposes us to certain risks which may adversely affect our financial results and impact our ability to service debt;

Our stock price may be subject to significant volatility due to our own results or market trends;

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Your stock ownership may experience future dilution as a result of future equity offerings and other issuances of our common stock or other securities;

Future sales of our common stock in the public market could cause our stock price to fall;

Provisions of Delaware law, our certificate of incorporation and by-laws, could delay or prevent a change in control of our company, which could adversely impact the value of our common stock;

Management will have broad discretion as to the use of proceeds from this offering, and we may use the proceeds in ways that you and other stockholders may not approve;

We have no plans to pay regular dividends on our common stock, so you may not receive funds without selling your common stock; and

Other factors, including those related to our common stock, included herein, in the accompanying prospectus and the documents incorporated herein by reference.

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PROSPECTUS SUPPLEMENT SUMMARY

The following summary should be read together with the information contained in or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from this prospectus supplement and the accompanying prospectus to help you understand the offering of our common stock. You should read this prospectus supplement and the accompanying prospectus, including the documents we incorporate by reference, carefully to understand fully our common stock as well as other considerations that are important to you in making a decision to invest in our common stock. You should pay special attention to the Risk Factors section beginning on page S-11 of this prospectus supplement, the Risk Factors section beginning on page 3 of the accompanying prospectus and the Risk Factors section in our Annual Report on Form 10-K for the year ended December 31, 2012 to determine whether an investment in our common stock is appropriate for you. This prospectus supplement and the accompanying prospectus include forward-looking statements that involve risks and uncertainties.

THE COMPANY

We are a global designer, manufacturer and distributor of products for commercial, industrial and consumer markets. Most of our businesses share important characteristics, including: leading market positions, strong brand names, broad product offerings in focused markets, established distribution networks, relatively high operating margins, relatively low capital investment requirements with significant opportunities for both organic growth and acquisitions. We use a common operating model across TriMas and all of our businesses. The TriMas Operating Model is the framework that provides commonality and consistency across our businesses, wherever possible given the diverse nature of our businesses, and drives how we plan, budget, measure, review, incent and reward our people. It provides the foundation for determining our priorities, executing our growth and productivity initiatives and allocating capital. We believe that a majority of our 2012 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories. Our leadership position across most of these markets provides numerous growth opportunities, including: expansion into new markets, geographies and products supplemented by strategic acquisitions.

We operate through six reportable segments which had net sales and operating profit for the year ended December 31, 2012 as follows: Packaging (net sales: \$275.2 million; operating profit: \$57.6 million), Energy (net sales: \$190.2 million; operating profit: \$17.8 million), Aerospace & Defense (net sales: \$78.6 million; operating profit: \$20.8 million), Engineered Components (net sales: \$200.0 million; operating profit: \$28.0 million), Cequent Asia Pacific Europe Africa (Cequent APEA) (net sales: \$128.6 million; operating profit: \$12.3 million) and Cequent Americas (net sales: \$400.4 million; operating profit: \$27.4 million).

While each reportable segment has distinctive products, some of which are described below, we believe our balanced portfolio of businesses shares several common attributes.

Packaging

We believe Packaging is a leading designer, manufacturer and distributor of specialty, highly-engineered closure and dispensing systems for a range of end markets, including steel and plastic industrial and consumer packaging applications. Packaging manufactures high-performance, value-added products that are designed to enhance its customers' ability to store, transport, process and dispense various products for the agricultural, beverage, cosmetic, food, household products, industrial, medical, nutraceutical, personal care and pharmaceutical markets. Packaging's products include steel and plastic closure caps, drum enclosures, rings and levers, and specialty plastic closure

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and dispensing systems, such as foamers, pumps and specialty sprayers. We acquired Innovative Molding in August 2011, which expanded our specialty plastic closures business, and 70% of Arminak & Associates in February 2012, enhancing our product scope in packaging solutions for cosmetics, personal care, beauty aids and household product markets.

Our Packaging brands, which include Rieke®, Arminak & Associates®, Englass®, Innovative Molding and Stof® are well established and recognized in their respective markets. With a more than 90 year operating history, Packaging has a long history of product innovation and we believe that our research and development capabilities provide us with a sustainable competitive advantage relative to our competitors.

Energy

We believe Energy is a leading manufacturer and distributor of metallic and non-metallic gaskets, bolts, industrial fasteners and specialty products for the petroleum refining, petrochemical, oil field and industrial markets. With operations principally in North America and newer locations in Europe, Asia and South America, Lamons supplies gaskets and complementary fasteners to both maintenance repair operations and industrial original equipment manufacturers. Our companies and brands which comprise this segment include Lamons®, South Texas Bolt & Fitting (STBF), CIFAL Industrial e Comerical Ltda ("CIFAL"), Gasket Vedações Técnicas Ltda (GVT), acquired in January 2013, and Wulfrun Specialised Fasteners Limited ("Wulfrun") and Tat Lee (Thailand) Ltd., both acquired in April 2013.

Aerospace & Defense

We believe Aerospace & Defense is a leading designer and manufacturer of a diverse range of products for use in focused markets within the aerospace and defense industries. This segment's products include aerospace components and fasteners and military munitions components to serve aircraft and weapons platforms sold to the U.S. government. In general, these products are highly-engineered, customer-specific items that are sold into focused markets with few competitors. Aerospace & Defense's brands include Monogram Aerospace Fasteners, Martinic Engineering and NI Industries, which are well established and recognized in their markets.

Engineered Components

We believe Engineered Components is a leading designer, manufacturer and distributor of a variety of natural gas powered engines and parts, gas compressors, gas production equipment, meter runs, engine electronics and chemical pumps all engineered for use in oil and natural gas production, as well as high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases. In general, these products are highly-engineered, customer-specific items that are sold into focused markets with few competitors. Engineered Components brands include Arrow® Engine and Norris Cylinder which are well established and recognized in their respective markets.

Cequent APEA and Cequent Americas

We believe Cequent, which includes our Cequent APEA and Cequent Americas reportable segments, is a leading designer, manufacturer and distributor of a wide variety of high quality, custom-engineered towing, trailer and cargo management products and other accessories. These products, which are similar for both of the Cequent APEA and Cequent Americas segments, are designed to support all original equipment manufacturers (OEM), original equipment suppliers (OES) and aftermarket customers within the agricultural, automotive, construction, horse/livestock, industrial, marine, military, recreational, trailer and utility markets. We believe that Cequent's brand names and product lines are among the most recognized and extensive in the industry.

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While Cequent APEA focuses its sales and manufacturing efforts in the Asia Pacific, Europe and South Africa regions, Cequent Americas is focused on the North and South American regions. Cequent Americas consists of two businesses: Cequent Performance Products (CPP), a leading manufacturer of aftermarket and OEM towing and trailer products and accessories, and Cequent Consumer Products (CCP), a leading provider of towing, trailer, vehicle protection and cargo management solutions serving the end-user through retailers. Cequent's brands include Aqua-Clear®, Bargman®, Bulldog®, Draw-Tite®, Engetran, Fulton®, Hayman-Reese, Harp®, Hidden Hitch®, Highland®, Kovil®, Laitner, Pro Series, Reese®, Reese CarryPower, Reese Outfitter®, Reese Power Sports, Reese® Towpower, ROLA®, Trail Com, Tekonsha®, Tow Ready®, TriMotive, Wesbar® and Witter Towbar Systems.

OUR STRENGTHS

We believe our competitive strengths include:

Leading Market Positions, Global Presence with Strong Brand Names

We believe that we maintain a leading market position in each of our segments and that we offer some of the most established high-quality brands and premier service capabilities within our addressable markets. Many of our companies and brands have over 50 years of history in the markets we serve and benefit significantly from customer recognition and brand loyalty. We've established global platforms to broaden our international reach which provides a competitive advantage in serving many of our largest customers. In addition, we've developed an extensive distribution network which includes company owned and third party channels. Our in-house highly trained sales force works directly with our global network of distributors to ensure we provide a consistent level of high-quality service and develop detailed insight regarding customer trends and preferences. It is our belief that a majority of our 2012 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories.

Diverse, Defensible Product Offering with Well Established Customer Relationships

We sell our products to a wide range of end-users across a broad spectrum of end markets, most of which we believe possess strong and sustainable long-term growth characteristics. Our principal end markets include consumer-oriented specialty dispensing packaging, oil and gas, aerospace and defense, industrial manufacturing, and the automotive installer and retailer aftermarkets. We believe we have limited customer concentration, as no individual products or product families comprise more than 10% of our net sales, which provides us with a degree of protection against a downturn in any specific end-market. Furthermore, a significant portion of our products represent highly-engineered, customized solutions, which we believe positions our businesses to achieve favorable pricing and establish preferred supplier relationships.

Significant Opportunities for Both Organic Growth and Acquisitions

Over the past few years, we have successfully executed our growth strategies via bolt-on acquisitions and geographic expansion in several of our reportable segments. We also have experienced significant market share gains within our businesses and continued to develop and introduce new products, both of which are aiding in our double-digit top-line growth rate despite low levels of economic growth. These accomplishments have enabled us to broaden our product portfolio and cross-sell our existing products to new markets while introducing our newly-acquired products into our existing markets. In order to capture these opportunities, we strategically increased our investments in inventory levels, acquisition capital and capital projects in certain of our businesses compared to historical levels to ensure we had the products available and capacity ready, particularly in our higher-margin platforms, to support the significant sales growth.

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Strong Operating Cash Flow Generation and History of Deleveraging

Our business model allows us to generate significant operating cash flow due to our strong operating margins, efficient working capital management and disciplined approach to capital expenditures. During the three years ended December 31, 2012, we generated approximately \$264 million of net cash provided by operating activities, net of acquisition impact, and reduced our total debt by approximately \$92 million. Given our strong operating cash flow and earnings growth, we remain focused on reducing our leverage providing the flexibility to pursue future organic and inorganic growth initiatives.

Experienced Management Team with a Proven Track Record of Success

Our management team has been led by David Wathen, President and Chief Executive Officer since joining our Company in January 2009. Mr. Wathen brings over three decades of industrial manufacturing experience, most recently as President and Chief Executive Officer of the North American Operations of Balfour Beatty, Inc. in addition to senior leadership positions at several premier industrial companies including Eaton, Allied Signal, Emerson Electric and General Electric. Furthermore, our Chief Financial Officer, A. Mark Zeffiro, joined TriMas in June 2008 and brings over twenty years of financial leadership experience, most recently at Black & Decker and previously with General Electric. Our management team has a proven track record of successfully integrating acquired companies into our operations and realizing the intended benefits of our acquisitions. We believe the overall talent level within our organization is a competitive strength, and we have added a number of highly experienced key managers across our platforms over the past several years. Our management team is consistently focused on implementing continuous operating improvements and actively reviewing strategic plans and capital allocation processes across our businesses, effectively balancing current performance while remaining focused on growth potential.

OUR STRATEGY

Guided by our experienced management team, we strive to create shareholder value by seeking to generate high single-digit sales growth, continuous productivity and asset efficiency improvements coupled with development of a talented workforce. We believe this focus will result in high levels of financial performance and cash flow generation, which we intend to redeploy to pursue the following strategies:

Continue Product Innovation

We believe that we have a successful history of developing innovative products by working closely with our customers to identify new applications and opportunities. Product development and expanded market and product line offerings will continue to drive organic growth initiatives. We have a significant number of new product initiatives, including product solutions such as VISEGRIP® steel flange and plug closure, the POLY-VISEGRIP plastic closure, the FLEXSPOUT flexible pouring spout, the FLEXSPOUT® II closure system (used on five gallon pails for the paint, oil and chemical industries), the DuraTouch® product line of small pump sprayers, the intelligent bolt (allowing the clamp load of a bolted joint to be monitored), the next generation Compositi-Lok® (offering weight reduction with a flush break upon installation), the vapor and recovery system (improving efficiency and durability of oil and gas compression products), a process for manufacturing ISO cylinders capable of holding pressure gases, the F-2 aluminum jack and RV landing gear in trailer related products, as well as innovations in brake controls (P3), custom harnesses, LED lighting and electrical accessories. Future success in our business segments is characterized by our ability to provide innovative solutions which continuously improve features and functions that exceed our customer needs and command premium prices, ultimately gaining market share.

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Pursue Growth Opportunities in New Products and International Expansion

We are focused on organic growth initiatives across our businesses to support increased revenue and profitability. These initiatives include launching new products in growing end markets, expanding geographically and cross-selling existing products, services and capabilities. Additionally, we employ an internal sales force and use third-party agents and distributors in key geographic markets, including Europe, South America, Asia and South Africa. Our businesses rely upon strong historical relationships, custom engineering capability, significant brand recognition, broad product offerings, and expansive distribution capabilities.

Pursue Strategic Bolt-On Acquisitions on a Disciplined Basis

We believe that our businesses have significant opportunities to grow through disciplined, strategic acquisitions. We typically seek bolt-on acquisitions, in which we would acquire another industry participant or product line within our existing industries in order to enhance the strengths of our core businesses. Our acquisition criteria generally consist of transactions that include the following characteristics:

Supplement existing product lines;

Expand geographic footprint;

Gain access to or expand additional distribution channels; and

Realize both revenue and cost synergies

We actively review potential acquisition candidates and believe there will be numerous opportunities to add to our existing business portfolio.

Commitment to On-Going Productivity Improvements

After successfully executing an extensive Profit Improvement Plan in 2009, which included restructuring several of our businesses, we have launched an ongoing target to drive 3-5% total gross cost productivity gains annually and to utilize savings to fund growth. We continue to reduce fixed costs and improve productivity and flexibility throughout each business to achieve this objective. Our initiatives have included, and will continue to include, projects related to lean productivity initiatives, continuous improvements in manufacturing processes, Six Sigma, facility and operational rationalization, improved supply chain management and consolidation to best-in-class low-cost providers, rationalization of manufacturing footprint into lower-cost countries and outsourcing initiatives.

RECENT DEVELOPMENTS

During the first half of 2013, we completed acquisitions for an aggregate amount of approximately \$47 million, net of cash acquired. Of these acquisitions, the most significant included Martinic Engineering, Inc. ("Martinic") within our Aerospace and Defense reportable segment, Wulfrun Specialised Fasteners Limited ("Wulfrun") within our Energy reportable segment, and C.P. Witter Limited ("Witter") within our Cequent APEA segment.

Martinic is a manufacturer of highly-engineered, precision machined, complex parts for commercial and military aerospace applications, including auxiliary power units, as well as electrical, hydraulic and pneumatic systems located in the United States and generated approximately \$13 million in revenue for the twelve months ended December 31, 2012.

Wulfrun is a manufacturer and distributor of specialty bolting and CNC machined components for use in critical oil and gas, pipeline and power generation applications located in the United

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Kingdom and generated approximately \$10 million in revenue for the twelve months ended December 31, 2012.

Witter, also located in the United Kingdom, is a manufacturer of highly-engineered towbars and accessories which are distributed through a wide network of commercial dealers, and generated approximately \$20 million in revenue for the twelve months ended March 31, 2013.

We also acquired Gasket Vedacoes Tecnicas Ltda (GVT) in January 2013, substantially all of the business assets of Tat Lee (Thailand) Ltd. (Tat Lee) in April 2013, and the towing technology business assets of AL-KO in July 2013. With the acquisition of GVT, Lamons business has expanded its global footprint and product portfolio in the rapidly growing energy market of Brazil. The acquisition of Tat Lee enhances our capabilities throughout Southeast Asia for our Energy business, while the acquisition of the towing assets from AL-KO adds to our Cequent product content and further expands our footprint into Europe.

Subject to market and other conditions, we are considering an opportunistic refinancing of our existing senior secured credit facilities, currently consisting of a \$250.0 million revolving credit facility due October 2017, a \$200.0 million term loan A facility due October 2017 and a \$200.0 million term loan B facility due October 2019. No assurance can be given that we will proceed with a transaction, or, if we proceed, that we will be able to obtain terms that are acceptable to us.

OUR EXECUTIVE OFFICES AND STRUCTURE

TriMas Corporation is a Delaware corporation. Our principal executive offices are located at 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304. Our telephone number is (248) 631-5450. Our web site address is www.trimascorp.com. Information contained on our web site is not a part of this prospectus supplement or the accompanying prospectus.

TriMas Corporation is a holding company with no material assets of its own other than 100% of the capital stock of an intermediate holding company, TriMas Company LLC. TriMas Company LLC directly or indirectly owns our domestic and foreign operating subsidiaries, which represent the primary source of all of our revenues and the primary owners of all of our material assets. Our senior secured credit facility is issued by TriMas Company LLC and guaranteed by us and TriMas Company LLC's domestic subsidiaries (other than its receivables financing subsidiary).

As of December 31, 2012, we employed approximately 5,500 people, of whom approximately 24% were unionized and approximately 50% were located outside the United States. We currently have collective bargaining agreements covering twelve facilities worldwide, three of which are in the United States. Employee relations have generally been satisfactory.

CONFLICTS OF INTEREST

As described in Use of Proceeds, the net proceeds from this offering may be used to repay indebtedness, including indebtedness under our revolving credit facility and our accounts receivable facility. Because certain affiliates of the underwriters are lenders under our revolving credit facility and because more than 5% of the proceeds of this offering, not including underwriting compensation, may be received by affiliates of one or more underwriters, which underwriter or underwriters are participating in this offering and are members of the Financial Industry Regulatory Authority (FINRA), this offering is being conducted in compliance with FINRA Rule 5121. Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering.

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THE OFFERING

<i>Common stock offered by us</i>	4,500,000 shares (or 5,175,000 shares if the underwriters' option is exercised in full).
<i>Common stock outstanding immediately after this offering</i>	44,254,014 shares (or 44,929,014 shares if the underwriters' option is exercised in full).
<i>Underwriters' option</i>	We have granted the underwriters an option exercisable for a period of 30 days from the date of this prospectus to purchase up to an additional 675,000 shares of common stock at the public offering price, less the underwriting discount.
<i>Use of Proceeds</i>	We estimate that our net proceeds from the sale of our common stock in this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$151,781,500 (or approximately \$174,601,225 if the underwriters' option is exercised in full). We intend to use the net proceeds from this offering for general corporate purposes. General corporate purposes may include acquisitions, repayment of debt (including our revolving credit facility and accounts receivable facility), additions to working capital and capital expenditures. Net proceeds may be temporarily invested prior to deployment for their intended purposes. See Use of Proceeds.
<i>Risk Factors</i>	Investing in our common stock involves a high degree of risk. You should consider carefully all the information included or incorporated by reference in this prospectus supplement and the sections entitled Risk Factors beginning on page S-11 of this prospectus supplement, page 3 of the accompanying prospectus and page 15 of our Annual Report on Form 10-K for the year ended December 31, 2012 before deciding whether to purchase our common stock in this offering.
<i>NASDAQ Global Select MarketSM symbol</i>	TRS
Except as otherwise indicated, all information in this prospectus supplement assumes the underwriters' option has not been exercised.	

The number of shares of our common stock to be outstanding after this offering is based on the number of shares outstanding on June 30, 2013, which includes 694,462 restricted shares.

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RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and discussed under the section captioned "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement and the accompanying prospectus, and all other information contained in this prospectus supplement and the accompanying prospectus and incorporated by reference in this prospectus supplement and the accompanying prospectus before purchasing our common stock. These risks and uncertainties are not the only ones facing us. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of such risks or the risks described below or in our Annual Report on Form 10-K for the year ended December 31, 2012 occur, our business, financial condition or results of operations could be materially and adversely affected. In that case, the trading price of our common stock could decline, and you may lose some or all of your investment.

Risks Related to this Offering of Our Common Stock

Management will have broad discretion as to the use of proceeds from this offering, and we may use the proceeds in ways that you and other stockholders may not approve.

Our management will have broad discretion to allocate the net proceeds from this offering, and investors will be relying on the judgment of our management regarding the use of these proceeds. Our management could spend the net proceeds in ways that you and other stockholders may not approve or in ways that do not improve our results of operations or enhance the value of our common stock. Our failure to apply these funds effectively could have a material adverse effect on our business or financial condition, and cause the price of our common stock to decline.

Your stock ownership may experience future dilution as a result of future equity offerings and other issuances of our common stock or other securities.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into or exchangeable for our common stock, including convertible debt. We cannot assure you that we will be able to sell shares or other securities in any other offering at a price per share that is equal to or greater than the price per share paid by investors in this offering, and investors purchasing shares or other securities in the future could have rights that are superior to existing stockholders. The price per share at which we sell additional shares of our common stock or other securities convertible into or exchangeable for our common stock in future transactions may be higher or lower than the price per share in this offering. As of June 30, 2013, the number of outstanding shares of our common stock, \$0.01 par value, was 39,754,014 shares, which includes 694,462 restricted shares and excludes all stock options and shares reserved under our long-term equity incentive plans. You will incur dilution upon the grant of any shares under our long-term equity incentive plans and upon exercise of any outstanding stock options.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately \$151,781,500, or \$174,601,225 if the underwriters exercise their option to purchase additional shares in full, after deducting underwriting discounts and our estimated expenses of the offering.

We intend to use the net proceeds from this offering for general corporate purposes. General corporate purposes may include acquisitions, repayment of debt (including our revolving credit facility and accounts receivable facility), additions to working capital and capital expenditures. Net proceeds may be temporarily invested prior to deployment for their intended purposes. See Capitalization. Certain affiliates of the underwriters are lenders under our revolving credit facility and, as a result, may receive a portion of the proceeds of this offering. See Underwriting (Conflicts of Interest) Conflicts of Interest.

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and our capitalization as of June 30, 2013:

On an actual basis; and

On an as adjusted basis, after giving effect to this offering and the use of proceeds therefrom.

You should read this table together with the Use of Proceeds section found in this prospectus supplement and the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations sections beginning on pages 3 and 23, respectively, of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, which is incorporated herein by reference.

	As of June 30, 2013	
	Actual	As Adjusted
	(in thousands)	
Cash and cash equivalents(1)	\$ 18,830	\$ 170,610
Long-term Debt(2):		
Senior Secured Credit Facility		
Revolving Credit Facility(3)	16,210	16,210
Tranche A term loan	197,500	197,500
Tranche B term loan	198,500	198,500
Accounts Receivable Facility(2)(5)	58,500	58,500
Other debt(4)	9,940	9,940
Total debt	480,650	480,650
Shareholders' Equity	341,220	493,000
Total Capitalization	\$ 821,870	\$ 973,650

- (1) The As Adjusted column considers the impact of estimated fees and expenses related to this offering, including legal and accounting fees, discounts and commissions.
- (2) For a description of our Long-term Debt and our Accounts Receivable Facility, see Note 12 (Long-term Debt) to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and Note 10 (Long-term Debt) to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, each of which is incorporated herein by reference.
- (3) At June 30, 2013, the Company had \$210.2 million potentially available under its Revolving Credit Facility, after giving effect to approximately \$23.6 million of letters of credit issued and outstanding. However, including availability under its Accounts Receivable Facility and after consideration of leverage restrictions contained in the Credit Agreement, at June 30, 2013 the Company had \$179.2 million of borrowing capacity available to it for general corporate purposes.
- (4) TriMas Company LLC's Australian subsidiary is party to a debt agreement which matures on September 30, 2013 and is secured by substantially all the assets of the subsidiary.
- (5) At June 30, 2013, the Company had \$33.4 million available but not utilized under its Accounts Receivable Facility.

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DIVIDEND POLICY

We did not pay dividends in 2011, 2012 or in the six months ended June 30, 2013. Our senior secured credit facility restricts the payment of dividends on our common stock. Our current policy is to retain earnings to repay debt and finance our operations and acquisitions. See the discussion under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources and Note 12 to the Company's financial statements captioned Long-term Debt, included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2012.

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Table of Contents**MARKET PRICE OF COMMON STOCK**

Our common stock is traded on the NASDAQ Global Select MarketSM under the symbol TRS. On June 30, 2013 there were 39,754,014 shares of our common stock outstanding. On September 10, 2013, the closing price of our common stock was \$35.54. The following table sets forth the high and low sale prices per share of our common stock as reported on the NASDAQ Global Select MarketSM with regard to each of our fiscal quarters during the periods indicated:

	High Sale Price	Low Sale Price
2013:		
Second Quarter	\$ 37.39	\$ 27.16
First Quarter	\$ 32.69	\$ 27.54
2012:		
Fourth Quarter	\$ 28.56	\$ 22.34
Third Quarter	\$ 25.12	\$ 18.26
Second Quarter	\$ 24.51	\$ 18.69
First Quarter	\$ 25.50	\$ 18.06
2011:		
Fourth Quarter	\$ 21.40	\$ 13.46
Third Quarter	\$ 27.09	\$ 13.52
Second Quarter	\$ 24.89	\$ 19.45
First Quarter	\$ 22.20	\$ 17.31

The table above shows only historical information. This may not be meaningful information to you in determining whether to purchase shares of our common stock. You are urged to obtain current market quotations for our common stock and to review carefully the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus.

We did not pay dividends in 2011, 2012 or the six months ended June 30, 2013. See Dividend Policy.

For a description of our common stock, see Description of our Capital Stock in the prospectus.

Table of Contents**UNDERWRITING (CONFLICTS OF INTEREST)**

Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and Wells Fargo Securities, LLC are acting as joint bookrunners in the offering and Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC are acting as representatives (the "representatives") of the several underwriters named below. Subject to the terms and conditions of the underwriting agreement dated the date of this prospectus, we have agreed to sell to the underwriters, on a several and not joint basis, and each of the underwriters has severally agreed to purchase, the shares of common stock indicated in the following table at the price set forth on the front cover page of this prospectus supplement.

Underwriters	Number of Shares
Deutsche Bank Securities Inc.	1,440,000
J.P. Morgan Securities LLC	1,170,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	450,000
Goldman, Sachs & Co.	450,000
Wells Fargo Securities, LLC	450,000
KeyBanc Capital Markets Inc.	270,000
Barrington Research Associates, Inc.	90,000
Roth Capital Partners, LLC	90,000
Sidoti & Company, LLC	90,000
Total	4,500,000

The underwriting agreement provides that the obligation of the underwriters to purchase the shares of common stock offered hereby is subject to certain conditions precedent and that the underwriters will purchase all of the shares of common stock offered by this prospectus supplement if any of these shares are purchased, other than the shares covered by the option described below, unless and until this option is exercised.

We have granted the underwriters an option to buy up to an additional 675,000 shares of common stock. They may exercise that option for 30 days. If any shares of common stock are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The underwriters may receive from purchasers of the shares normal brokerage commissions in amounts agreed with such purchasers.

The Company's common stock is traded on the NASDAQ Global Select MarketSM under the symbol "TRS".

We have been advised that the underwriters propose to offer the shares of common stock to the public at the public offering price set forth on the cover of this prospectus supplement and to dealers at a price that represents a concession not in excess of \$0.9558 per share under the public offering price. After the initial public offering, the underwriters may change the offering price and other selling terms.

The following table shows the underwriting discount to be paid to the underwriters in connection with this offering. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase up to 675,000 additional shares of common stock:

	Without Option Exercise	With Full Option Exercise
Total Underwriting Discount	\$ 7,168,500	\$ 8,243,775

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The underwriters are purchasing the common shares from us at \$33.807 per share. In addition, we estimate that the total expenses of this offering payable by us, excluding underwriting discounts and commissions, will be approximately \$350,000.

We have agreed to indemnify the underwriters against some specified types of liabilities, including liabilities under the Securities Act of 1933 (the Securities Act), and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

We have agreed that, subject to certain exceptions, we will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, or file with the Securities and Exchange Commission (the SEC) a registration statement under the Securities Act, relating to, any shares of our common stock or securities convertible into or exchangeable or exercisable for any shares of our common stock, or publicly disclose the intention to make any offer, sale, pledge, disposition or filing, without the prior written consent of the representatives, for a period of 45 days after the date of this prospectus supplement.

Heartland Industrial Associates L.L.C. and the Company's directors and executive officers have agreed with the representatives, on behalf of the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus supplement continuing through the date 45 days after the date of this prospectus supplement, except with the prior written consent of the representatives. Excluded from this agreement are dispositions of common stock by the Company's directors and executive officers in an aggregate amount not to exceed 125,000 shares per director or executive officer. This agreement does not apply to any existing employee benefit plans and the issuance of shares of common stock in connection with an acquisition (not exceeding 5% of the shares outstanding after this offering).

In connection with the offering, the underwriters may purchase and sell shares of our common stock in the open market. These transactions may include short sales, purchases to cover positions created by short sales and stabilizing transactions. If the underwriters commence these activities, the underwriters may discontinue them at any time. Short sales involve the sale by the underwriters of a greater number of shares than the underwriters are required to purchase in the offering. The underwriters may close out any short position by purchasing shares in the open market. The underwriters are more likely to create a short position if it is concerned that there may be downward pressure on the price of the shares in the open market prior to the completion of the offering.

Stabilizing transactions consist of various bids for or purchases of our common stock made by the underwriters in the open market prior to the completion of the offering.

The underwriters have advised us that the underwriters do not intend to confirm sales to any account over which it exercises discretionary authority.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or slowing a decline in the market price of our common stock. Additionally, these purchases may stabilize, maintain or otherwise affect the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the Nasdaq Global Select MarketSM, in the over-the-counter market or otherwise.

A prospectus supplement in electronic format is being made available on an Internet site maintained by the representatives of this offering. Other than the prospectus supplement in electronic format, the information on the representatives' websites and any information contained in any other

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website maintained by the representatives is not part of the prospectus supplement or the registration statement of which the prospectus supplement forms a part.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us for which they received or will receive customary fees and expenses. Furthermore, certain of the underwriters and their respective affiliates may, from time to time, enter into arms-length transactions with us in the ordinary course of their business. In particular, affiliates of Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., Wells Fargo Securities, LLC and KeyBanc Capital Markets Inc. are lenders under our revolving credit facility.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve our securities and/or instruments. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities or instruments.

Conflicts of Interest

As described in Use of Proceeds, the net proceeds from this offering may be used to repay indebtedness, including indebtedness under our revolving credit facility and our accounts receivable facility. Because certain affiliates of the underwriters are lenders under our revolving credit facility and because more than 5% of the proceeds of this offering, not including underwriting compensation, may be received by affiliates of one or more underwriters, which underwriter or underwriters are participating in this offering and are members of FINRA, this offering is being conducted in compliance with FINRA Rule 5121. Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering.

Notice to Investors in the European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any shares which are the subject of the offering contemplated by this prospectus supplement may not be made in that Relevant Member State other than the offers contemplated in the prospectus once the prospectus has been approved by the competent authority in such Member State and published and passported in accordance with the Prospectus Directive as implemented in the Relevant Member State except that an offer to the public in that Relevant Member State of any shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;

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by the underwriters to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the underwriters for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall result in a requirement for the publication by the Issuer or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any shares to be offered so as to enable an investor to decide to purchase any shares, as the same may be varied in that member state by any measure implementing the Prospectus Directive in that member state and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Notice to Investors in the United Kingdom

Each underwriter has represented and agreed that (a) it has only communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000, or the FSMA, received by it in connection with the issue or sale of the shares (i) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or the Order, or (ii) to high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) and (d) of the Order, with all such persons together being referred to as relevant persons, and (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares of our common stock in, from or otherwise involving the United Kingdom. This prospectus supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this document or any of its contents.

Notice to Prospective Investors in Hong Kong

The shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Singapore

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be

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circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore, or the SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with conditions set forth in the SFA.

Where the shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the shares pursuant to an offer made under Section 275 of the SFA except:

to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;

where no consideration is or will be given for the transfer; or

where the transfer is by operation of law.

Notice to Prospective Investors in Japan

The shares of common stock have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the FIEL). Each underwriter has represented and agreed that the shares which it purchases will be purchased by it as principal and that, in connection with the offering, it will not, directly or indirectly, offer or sell any shares in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEL and otherwise in compliance with such law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Prospective Investors in Switzerland

The prospectus does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations, and the shares will not be listed on the SIX Swiss Exchange. Therefore, the prospectus may not comply with the disclosure standards of the Swiss Code of Obligations and/or the listing rules (including any prospectus schemes) of the SIX Swiss Exchange. Accordingly, the shares may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors, which do not subscribe to the shares with a view to distribution.

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Notice to Prospective Investors in Qatar

The shares described in this prospectus supplement have not been, and will not be, offered, sold or delivered, at any time, directly or indirectly in the State of Qatar in a manner that would constitute a public offering. This prospectus supplement has not been, and will not be, registered with or approved by the Qatar Financial Markets Authority or Qatar Central Bank and may not be publicly distributed. This prospectus supplement is intended for the original recipient only and must not be provided to any other person. It is not for general circulation in the State of Qatar and may not be reproduced or used for any other purpose.

Notice to Prospective Investors in Saudi Arabia

No offering, whether directly or indirectly, will be made to an investor in the Kingdom of Saudi Arabia unless such offering is in accordance with the applicable laws of the Kingdom of Saudi Arabia and the rules and regulations of the Capital Market Authority, including the Capital Market Law of the Kingdom of Saudi Arabia. The shares will not be marketed or sold in the Kingdom of Saudi Arabia by us or the underwriters.

This prospectus supplement may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Office of Securities Regulation issued by the Capital Market Authority. The Saudi Arabian Capital Market Authority does not make any representation as to the accuracy or completeness of this prospectus supplement and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this prospectus supplement. Prospective purchasers of the shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the shares. If you do not understand the contents of this prospectus supplement, you should consult an authorized financial advisor.

Notice to Prospective Investors in the United Arab Emirates

This offering has not been approved or licensed by the Central Bank of the United Arab Emirates (UAE), Securities and Commodities Authority of the UAE and/or any other relevant licensing authority in the UAE including any licensing authority incorporated under the laws and regulations of any of the free zones established and operating in the territory of the UAE, in particular the Dubai Financial Services Authority (DFSA), a regulatory authority of the Dubai International Financial Centre (DIFC). The offering does not constitute a public offer of securities in the UAE, DIFC and/or any other free zone in accordance with the Commercial Companies Law, Federal Law No 8 of 1984 (as amended), DFSA Offered Securities Rules and NASDAQ Dubai Listing Rules, accordingly, or otherwise. The shares may not be offered to the public in the UAE and/or any of the free zones.

The shares may be offered and issued only to a limited number of investors in the UAE or any of its free zones who qualify as sophisticated investors under the relevant laws and regulations of the UAE or the free zone concerned.

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CERTAIN UNITED STATES FEDERAL INCOME AND ESTATE TAX CONSEQUENCES

TO NON-U.S. HOLDERS

The following is a summary of certain United States federal income and estate tax consequences of the purchase, ownership and disposition of our common stock. This summary deals only with common stock purchased in this offering that is held as a capital asset by a non-U.S. holder (as defined below).

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, other administrative pronouncements and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income and estate tax consequences different from those summarized below. We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

This summary does not address all aspects of United States federal income and estate taxes or other United States federal tax laws (such as gift tax laws or the Medicare tax on certain investment income) and does not deal with foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their particular circumstances. In addition, it does not represent a detailed description of the United States federal income or estate tax consequences applicable to you if you are subject to special treatment under the United States federal income or estate tax laws (including if you are a financial institution, tax exempt entity, United States expatriate, controlled foreign corporation, passive foreign investment company, person subject to the alternative minimum tax, dealer in securities, broker, person who has acquired our common stock as part of a straddle, hedge, conversion transaction or other integrated investment, or a partnership or other pass-through entity for United States federal income tax purposes (or an investor in such a pass-through entity)).

We have not and are not planning to seek any rulings from the Internal Revenue Service (the IRS) regarding the matters discussed below. There can be no assurance that the IRS will not take positions concerning the tax consequences of the purchase, ownership or disposition of shares of our common stock that are different from those discussed below.

Except as modified for estate tax purposes, a non-U.S. holder means a beneficial owner of our common stock that, for United States federal income tax purposes, is an individual, corporation, estate or trust other than:

an individual who is a citizen or resident of the United States;

a corporation created or organized under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to United States federal income taxation regardless of its source; or

a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

If any entity or arrangement treated as a partnership for United States federal income tax purposes holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership and upon certain determinations made at the partner level. If you are a partner of a partnership considering an investment in our common stock, you should consult your tax advisors.

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If you are considering the purchase of our common stock, you should consult your own tax advisors concerning the particular United States federal income and estate tax consequences to you of the purchase, ownership and disposition of our common stock, as well as the consequences to you arising under other United States federal tax laws and the laws of any other applicable taxing jurisdiction, in light of your particular circumstances.

Except as noted below under **Additional Withholding Requirements**, this discussion does not address the United States federal income tax consequences of FATCA (as defined below).

Dividends

If we make distributions on our common stock, those payments will constitute dividends for United States federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under United States federal income tax principles. If we are unable to determine what portion, if any, of a distribution is paid from our current or accumulated earnings and profits, we generally will be required to presume that the entire distribution is paid from our earnings and profits.

To the extent any distributions on our common stock exceed both our current and our accumulated earnings and profits, they will constitute a return of capital and will first reduce your basis in our common stock (determined on a share by share basis), but not below zero, and then will be treated as gain from the sale of stock.

In the event that we pay dividends on our common stock, the dividends paid to a non-U.S. holder generally will be subject to withholding of United States federal income tax at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty, of the gross amount of the dividends paid. However, dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States generally are not subject to the withholding tax, provided that certain certification and disclosure requirements are satisfied. Instead, such dividends are generally subject to United States federal income tax on a net income basis in the same manner as if the non-U.S. holder were a United States person as defined under the Code (unless an applicable income tax treaty provides otherwise). A foreign corporation may also be subject to a **branch profits tax** at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty) on its effectively connected earnings and profits (subject to adjustments).

A non-U.S. holder of our common stock who wishes to claim the benefit of an applicable income tax treaty rate for dividends will be required (a) to complete IRS Form W-8BEN (or other applicable form) and certify under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our common stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder of our common stock eligible for a reduced rate of United States federal withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Gain on Disposition of Common Stock

Any gain realized by a non-U.S. holder on the disposition of our common stock generally will not be subject to United States federal income tax unless:

the gain is effectively connected with a trade or business of the non-U.S. holder in the United States;

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the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

our common stock constitutes a United States real property interest by reason of our status as a United States real property holding corporation for United States federal income tax purposes (USRPHC) at any time during the shorter of the five-year period ending on the date of the disposition or the period that the non-U.S. holder held our common stock (the applicable period).

In the case of a non-U.S. holder described in the first bullet point immediately above, the gain will be subject to United States federal income tax on a net income basis generally in the same manner as if the non-U.S. holder were a United States person as defined under the Code (unless an applicable income tax treaty provides otherwise), and a non-U.S. holder that is a foreign corporation may also be subject to a branch profits tax equal to 30% (or such lower rate as may be specified by an applicable income tax treaty) of its effectively connected earnings and profits (subject to adjustments). In the case of a non-U.S. holder described in the second bullet point immediately above, except as otherwise provided by an applicable income tax treaty, the gain, which may be offset by United States source capital losses, will be subject to a 30% tax even though the individual is not considered a resident of the United States under the Code.

We believe that we are not, and we do not anticipate becoming, a USRPHC. If, however, we are or become a USRPHC, so long as our common stock is considered regularly traded on an established securities market, only a non-U.S. holder who actually or constructively holds or held (at any time during the applicable period) more than 5% of our common stock will be subject to United States federal income tax on the disposition of our common stock. There can be no assurance that our common stock will qualify and continue to qualify as regularly traded on an established securities market. Any taxable gain generally would be taxed in the same manner as gain that is effectively connected income, except that the branch profits tax will not apply. Non-U.S. holders should consult their own advisors about the consequences that could result if we are, or become, a USRPHC.

Information Reporting and Backup Withholding

We must report annually to the IRS and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty or agreement.

A non-U.S. holder will be subject to backup withholding (currently at a rate of 28%) on dividends paid to such holder unless such holder certifies under penalty of perjury that it is a non-U.S. holder, or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale or other disposition of our common stock within the United States or conducted through certain United States related financial intermediaries, unless the non-U.S. holder certifies under penalty of perjury that it is a non-U.S. holder, or such non-U.S. holder otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's United States federal income tax liability provided the required information is timely furnished to the IRS.

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Additional Withholding Requirements

Under sections 1471 through 1474 of the Code (provisions which are commonly referred to as FATCA), the relevant withholding agent may be required to withhold 30% of any dividends paid after June 30, 2014, and any proceeds of a sale or other disposition of our common stock paid after December 31, 2016, to (i) a foreign financial institution (whether holding common stock for its own account or on behalf of its account holders/investors) unless such foreign financial institution agrees to verify, report and disclose its U.S. account holders and meets certain other specified requirements or (ii) a non-financial foreign entity that is the beneficial owner of the common stock (or is holding common stock on behalf of any other non-financial foreign entity) unless such entity certifies that it does not have any substantial United States owners or provides the name, address and taxpayer identification number of each substantial United States owner and such entity meets certain other specified requirements. Non-U.S. holders should consult their own tax advisors regarding the effect of this newly enacted legislation.

Federal Estate Tax

Any shares of our common stock that are owned (or treated as owned) by an individual who is not a citizen or resident of the United States (as specially defined for United States federal estate tax purposes) at the time of death will be included in such individual's gross estate for United States federal estate tax purposes, unless an applicable estate tax treaty provides otherwise, and, therefore, may be subject to United States federal estate tax.

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LEGAL MATTERS

The validity of the securities offered in this prospectus will be passed upon for us by Cahill Gordon & Reindel LLP, New York, New York. Cravath, Swaine & Moore LLP, New York, New York has acted as counsel to the underwriters in connection with this offering.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The consolidated balance sheets of the Company as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity for each of the years in the three-year period ended December 31, 2012, together with the related notes, management's report on internal control over financial reporting as of December 31, 2012, and the reports of KPMG LLP, independent registered public accounting firm, all contained in the Company's 2012 Annual Report on Form 10-K, are incorporated herein by reference.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings can be read and copied at the SEC's Public Reference Room at 100 F. Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available over the Internet at the SEC's website at <http://www.sec.gov>. Our shares of common stock are listed and traded on the NASDAQ Global Select MarketSM under the trading symbol TRS. Our reports, proxy statements and other information can also be read at the offices of the NASDAQ Global Select MarketSM, One Liberty Plaza, 165 Broadway, New York, New York 10006. General information about us, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our website at www.trimascorp.com as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Information on, or accessible through, our website is not incorporated into this prospectus supplement or the accompanying prospectus or our other securities filings and is not a part of these filings.

We have filed a registration statement on Form S-3 (Registration Number 333-172525) under the Securities Act with the SEC pursuant to which the shares of common stock are being offered by this prospectus supplement. Neither this prospectus supplement nor the accompanying prospectus contains all the information contained in the registration statement because certain parts of the registration statement are omitted in accordance with the rules and regulations of the SEC. The registration statement and the documents filed as exhibits to the registration statement are available for inspection and copying as described above.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement and information we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act. The documents we are incorporating by reference as of their respective dates of filing are as follows:

Our Annual Report on Form 10-K for the year ended December 31, 2012, filed on February 26, 2013;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on April 25, 2013;

Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed on July 25, 2013;

Our Current Reports on Form 8-K and 8-K/A, as applicable, filed with the SEC on January 11, 2013, February 25, 2013, March 5, 2013, March 6, 2013, March 14, 2013, March 28, 2013, May 14, 2013, August 5, 2013 and August 23, 2013 (in each case, other than the exhibits furnished pursuant to Item 9.01);

Our Definitive Proxy Statement on Schedule 14A, filed on April 5, 2013; and

The description of our common stock contained in our registration statement on Form 8-A (File No. 001-10716).

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We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the SEC, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K.

All documents we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement but before the termination of the offering by this prospectus supplement shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing of those documents.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document which is also incorporated or deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request, orally or in writing, a copy of these documents, which will be provided to you at no cost, by contacting: Investor Relations, 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304, (248) 631-5450.

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PROSPECTUS

COMMON STOCK AND DEBT SECURITIES

GUARANTEES OF DEBT SECURITIES OF TRIMAS

CORPORATION BY THE SUBSIDIARY GUARANTORS

AND

11,904,972 SHARES OF COMMON STOCK OFFERED BY THE SELLING STOCKHOLDER

We may sell from time to time in one or more offerings up to \$250,000,000 in the aggregate of:

shares of our common stock;

our secured or unsecured debt securities, in one or more series, which may be either senior, senior subordinated or subordinated debt securities; and

any combination of the foregoing.

We may sell any combination of these securities, in one or more offerings, up to an aggregate offering price of \$250,000,000 on terms to be determined at the time of the offering. The debt securities registered hereunder may be fully and unconditionally guaranteed by certain subsidiaries of the TriMas Corporation, which may include the Subsidiary Guarantors. In addition, the Selling Stockholder may sell from time to time up to 11,904,972 shares of our common stock and may issue an indeterminate number of shares of our common stock upon stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933, held by the Selling Stockholder described in the section entitled Selling Stockholders on page 31 of this prospectus. The Selling Stockholder may offer and sell any of the shares of common stock from time to time at fixed prices, at market prices or at negotiated prices, and may engage a broker, dealer or underwriter to sell the shares. For additional information on the possible methods of sale that may be used by the Selling Stockholder, you should refer to the section entitled Plan of Distribution on page 32 of this prospectus. We will not receive any proceeds from the sale of the shares of common stock by the Selling Stockholder. We are contractually obligated to pay all expenses of registration incurred in connection with this offering for the sale of our common stock by the Selling Stockholder, except any underwriting discounts and commissions and expenses incurred by the Selling Stockholder in disposing of the shares.

This prospectus describes some of the general terms that may apply to these securities. We will provide the specific terms of any such offering in one or more supplements to this prospectus each time we sell securities hereunder. We can only use this prospectus to offer and sell our securities by also including a prospectus supplement relating to any such offer and sale.

We or the Selling Stockholder may sell the securities directly to you, through agents, underwriters and broker-dealers that we or the Selling Stockholder select. If we or the Selling Stockholder use agents, underwriters or broker-dealers to sell the securities, we will name them and describe their compensation in a prospectus supplement.

Our common stock is listed on the NASDAQ Global Select Market under the symbol TRS. On February 22, 2011, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$21.01.

You should consider carefully the risks that we have described in Risk Factors beginning on page 3 before deciding whether to invest in our common stock.

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 April 15, 2011.

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You should read this prospectus and the information incorporated by reference carefully before you invest. Such documents contain important information you should consider when making your investment decision. See Information Incorporated by Reference on page 36. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus does not extend to you. You should rely only on the information provided in this prospectus or documents incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information.

The information in this document may only be accurate on the date of this document. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) utilizing a shelf registration process or continuous offering process, which allows us to offer and sell any combination of the securities described in this prospectus in one or more offerings and allows the Selling Stockholder to offer and sell in one or more offerings. Using this prospectus, we may offer up to a total dollar amount of \$250,000,000 of these securities and the Selling Stockholder may offer to sell up to 11,904,972 shares of our common stock.

This prospectus provides you with a general description of the securities we or the Selling Stockholder may offer. Each time we or the Selling Stockholder offer to sell securities pursuant to this registration statement and the prospectus contained herein, we will provide a prospectus supplement that will contain specific information about the terms of that offering. That prospectus supplement may include additional risk factors about us and the terms of that particular offering. Prospectus supplements may also add to, update or change the information contained in this prospectus. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus, the statements made in this prospectus will be deemed modified or superseded by those made in such prospectus supplement. In addition, as we describe in the section entitled Information Incorporated by Reference, we have filed and plan to continue to file other documents with the SEC that contain information about us and the business conducted by us and our subsidiaries. Before you decide whether to invest in any of these securities, you should read this prospectus, the prospectus supplement that further describes the offering of these securities and the information we file with the SEC.

Unless the context otherwise requires, the terms TriMas, the Company, the registrants, we, us and our refer to TriMas Corporation and its subsidiaries, and the term Subsidiary Guarantors refers to, collectively, TriMas Company LLC, Arrow Engine Company, Cequent Performance Products, Inc., Cequent Consumer Products, Inc., Compac Corporation, Dew Technologies, Inc., Hi-Vol Products LLC, Keo Cutters, Inc., Lake Erie Products Corporation, Monogram Aerospace Fasteners, Inc., NI Industries, Inc., Norris Cylinder Company, Richards Micro-Tool, Inc., Rieke Corporation, Rieke Leasing Co., Incorporated, Rieke of Mexico, Inc., The Hammerblow Company, LLC, TriMas International Holdings LLC, Lamons Gasket Company and Towing Holding LLC.

ABOUT THE REGISTRANTS

We are a global manufacturer and distributor of products for commercial, industrial and consumer markets. Most of our businesses share important characteristics, including leading market shares, strong brand names, broad product offerings, established distribution networks, relatively high operating margins, relatively low capital investment requirements, product growth opportunities and strategic acquisition opportunities. We believe that a majority of our 2010 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories. In addition, we believe that in many of our businesses, we are one of only a few manufacturers in the geographic markets where we currently compete.

Our principal executive offices are located at 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304. Our telephone number is (248) 631-5450. Our web site address is www.trimascorp.com. The information on our website is not part of this prospectus.

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THE OFFERING BY SELLING STOCKHOLDER

<i>Selling Stockholder</i>	Heartland Industrial Associates, L.L.C. (Heartland, or the Selling Stockholder)
<i>Common stock offered by the Selling Stockholder</i>	Up to 11,904,972 shares of our common stock(1)
<i>Use of proceeds</i>	Proceeds from the sale of common stock covered by this prospectus will be received by the Selling Stockholder. We will not receive any proceeds from the sale of the shares of common stock covered by this prospectus. We have been advised by the Selling Stockholder that the shares they may sell under this prospectus would be sold, if at all, in order to provide liquidity to the Selling Stockholder s investors.
<i>NASDAQ symbol</i>	TRS

- (1) The offering by the Selling Stockholder also relates to an indeterminate number of shares of our common stock that may be issued upon stock splits, stock dividends or similar transactions in accordance with Rule 416 of the Securities Act of 1933.

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RISK FACTORS

Investment in our securities involves risks. Prior to making a decision about investing in our securities, you should consider carefully the risk factors, together with all of the other information contained or incorporated by reference in this prospectus and any prospectus supplement, including any additional specific risks described in the section entitled "Risk Factors" contained in any supplements to this prospectus, as well as any amendments thereto reflected in subsequent filings with the United States Securities and Exchange Commission (the "SEC"), which are incorporated herein by reference in their entirety. The risks and uncertainties described below are those that we have identified as material, but are not the only risks and uncertainties facing us. Additional risks and uncertainties not currently known to us or that we currently believe are immaterial may also impact our business operations, financial results and liquidity.

Risks Related to Our Business

We have a history of net losses.

While we generated net income of \$45.3 million for the year ended December 31, 2010, we incurred net losses of \$0.2 million and \$136.2 million for the years ended December 31, 2009 and 2008, respectively. The loss in 2008 principally resulted from pre-tax, non-cash goodwill and indefinite-lived impairment charges of \$166.6 million, included in continuing operations. The losses in 2009 and 2008 were also impacted by losses from discontinued operations of \$13.0 million and \$12.1 million, respectively. In addition, interest expense associated with our highly leveraged capital structure, non-cash expenses such as depreciation and amortization of intangible assets and other asset impairments also contributed to our net losses. We may experience net losses in the future.

Our businesses depend upon general economic conditions and we serve some customers in highly cyclical industries; as such we are subject to the loss of sales and margins due to an economic downturn or recession.

Our financial performance depends, in large part, on conditions in the markets that we serve in both the U.S. and global economies. Some of the industries that we serve are highly cyclical, such as the automotive, construction, industrial equipment, energy, aerospace and electrical equipment industries. We may experience a reduction in sales and margins as a result of a downturn in economic conditions or other macroeconomic factors. Lower demand for our products may also negatively affect the capacity utilization of our production facilities, which may further reduce our operating margins.

Many of the markets we serve are highly competitive, which could limit the volume of products that we sell and reduce our operating margins.

Many of our products are sold in competitive markets. We believe that the principal points of competition in our markets are product quality and price, design and engineering capabilities, product development, conformity to customer specifications, reliability and timeliness of delivery, customer service and effectiveness of distribution. Maintaining and improving our competitive position will require continued investment by us in manufacturing, engineering, quality standards, marketing, customer service and support of our distribution networks. We may have insufficient resources in the future to continue to make such investments and, even if we make such investments, we may not be able to maintain or improve our competitive position. We also face the risk of lower-cost foreign manufacturers located in China, Southeast Asia and other regions competing in the markets for our products and we may be driven as a consequence of this competition to increase our investment overseas. Making overseas investments can be highly complicated and we may not always realize the advantages we anticipate from any such investments. Competitive pressure may limit the volume of products that we sell and reduce our operating margins.

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Increases in our raw material or energy costs or the loss of critical suppliers could adversely affect our profitability and other financial results.

We are sensitive to price movements in our raw materials supply base. Our largest material purchases are for steel, copper, aluminum, polyethylene and other resins and energy. Prices for these products fluctuate with market conditions and we have experienced sporadic increases recently. We may be unable to completely offset the impact with price increases on a timely basis due to outstanding commitments to our customers, competitive considerations or our customers' resistance to accepting such price increases and our financial performance may be adversely impacted by further price increases. A failure by our suppliers to continue to supply us with certain raw materials or component parts on commercially reasonable terms, or at all, could have a material adverse effect on us. To the extent there are energy supply disruptions or material fluctuations in energy costs, our margins could be materially adversely impacted.

We may be unable to successfully implement our business strategies. Our ability to realize our business strategies may be limited.

Our businesses operate in relatively mature industries and it may be difficult to successfully pursue our growth strategies and realize material benefits therefrom. Even if we are successful, other risks attendant to our businesses and the economy generally may substantially or entirely eliminate the benefits. While we have successfully utilized some of these strategies in the past, our growth has principally come through acquisitions.

Our products are typically highly engineered or customer-driven and we are subject to risks associated with changing technology and manufacturing techniques that could place us at a competitive disadvantage.

We believe that our customers rigorously evaluate their suppliers on the basis of product quality, price competitiveness, technical expertise and development capability, new product innovation, reliability and timeliness of delivery, product design capability, manufacturing expertise, operational flexibility, customer service and overall management. Our success depends on our ability to continue to meet our customers' changing expectations with respect to these criteria. We anticipate that we will remain committed to product research and development, advanced manufacturing techniques and service to remain competitive, which entails significant costs. We may be unable to address technological advances, implement new and more cost-effective manufacturing techniques, or introduce new or improved products, whether in existing or new markets, so as to maintain our businesses' competitive positions or to grow our businesses as desired.

We depend on the services of key individuals and relationships, the loss of which could materially harm us.

Our success will depend, in part, on the efforts of our senior management, including our chief executive officer. Our future success will also depend on, among other factors, our ability to attract and retain other qualified personnel. The loss of the services of any of our key employees or the failure to attract or retain employees could have a material adverse effect on us.

We have substantial debt and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations.

We continue to have indebtedness that is substantial in relation to our shareholders' equity. As of December 31, 2010, we have approximately \$494.7 million of outstanding debt and approximately \$112.3 million of shareholders' equity. After consideration of our interest rate swap agreements, approximately 10% of our debt bears interest at variable rates. We may experience material increases in our interest expense as a result of increases in interest rate levels generally. Our debt service payment obligations in 2010 were approximately \$47.7 million and, based on amounts outstanding as of December 31, 2010, a 1% increase in the per annum

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interest rate for our variable rate debt would increase our interest expense by approximately \$0.3 million annually. Our degree of leverage and level of interest expense may have important consequences, including:

our leverage may place us at a competitive disadvantage as compared with our less leveraged competitors and make us more vulnerable in the event of a downturn in general economic conditions or in any of our businesses;

our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate may be limited;

our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, business development efforts, general corporate or other purposes may be impaired;

a substantial portion of our cash flow from operations will be dedicated to the payment of interest and principal on our indebtedness, thereby reducing the funds available to us for other purposes, including our operations, capital expenditures, future business opportunities or obligations to pay rent in respect of our operating leases; and

our operations are restricted by our debt instruments, which contain material financial and operating covenants, and those restrictions may limit, among other things, our ability to borrow money in the future for working capital, capital expenditures, acquisitions, rent expense or other purposes.

Our ability to service our debt and other obligations will depend on our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, many of which are beyond our control. Our business may not generate sufficient cash flow, and future financings may not be available to provide sufficient net proceeds, to meet these obligations or to successfully execute our business strategies.

Restrictions in our debt instruments and accounts receivable facility limit our ability to take certain actions and breaches thereof could impair our liquidity.

Our credit facility and the indenture governing our senior secured notes contain covenants that restrict our ability to:

pay dividends or redeem or repurchase capital stock;

incur additional indebtedness and grant liens;

make acquisitions and joint venture investments;

sell assets; and

make capital expenditures.

Our credit facility also requires us to comply with financial covenants relating to, among other things, interest coverage and leverage. Our accounts receivable facility contains covenants similar to those in our credit facility and includes additional requirements regarding our receivables. We may not be able to satisfy these covenants in the future or be able to pursue our strategies within the constraints of these covenants. Substantially all of our assets and the assets of our domestic subsidiaries (other than our special purpose receivables subsidiary) are

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pledged as collateral pursuant to the terms of our credit facility. A breach of a covenant contained in our debt instruments could result in an event of default under one or more of our debt instruments, our accounts receivable facility and our lease financing arrangements. Such breaches would permit the lenders under our credit facility to declare all amounts borrowed thereunder to be due and payable, and the commitments of such lenders to make further extensions of credit could be terminated. In addition, such breach may cause a termination of our accounts receivable facility. Each of these circumstances could materially and adversely impair our liquidity.

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We have significant goodwill and intangible assets, and future impairment of our goodwill and intangible assets could have a material negative impact on our financial results.

We test goodwill and indefinite-lived intangible assets for impairment on an annual basis as of October 1, and more frequently if we experience changes in our business conditions that indicate an interim test may be required, by comparing the estimated fair values with their respective carrying values. We estimate the fair value of our goodwill and indefinite-lived intangible assets utilizing a combination of a discounted cash flow approach, which is based upon management's operating budget and internal five-year forecast, and market-based valuation measures that consider earnings multiples (for goodwill testing) and royalty rates (for indefinite-lived intangible asset testing). We test goodwill for impairment by comparing the estimated fair value of each of our reporting units, determined using a combination of the aforementioned techniques, to its respective carrying value on our balance sheet. If carrying value exceeds fair value, then a possible impairment of goodwill exists and further evaluation is performed. We test indefinite-lived intangible assets by comparing the estimated fair value of the assets, determined based on discounted future cash flows related to the net amount of royalty expenses avoided due to the existence of the trademark or trade name, to the carrying value. If the carrying value exceeds fair value, an impairment charge is recorded.

The utilization of a discounted cash flow approach in the impairment test for both goodwill and indefinite-lived intangible assets requires us to make significant estimates regarding future revenues and expenses, projected capital expenditures, changes in working capital and the appropriate discount rate. The projections also take into account several factors including current and estimated economic trends and outlook, costs of raw materials, consideration of our