

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

July 30, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): July 29, 2009  
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-14303

36-3161171

(Commission File Number)

(I.R.S. Employer Identification Number)

One Dauch Drive, Detroit, Michigan

48211-1198

(Address of principal executive offices)

(zip code)

(313) 758-2000

Registrant's telephone number, including area code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 7.01. Regulation FD

Item 9.01. Financial Statements and Exhibits

SIGNATURES

INDEX TO EXHIBITS

EX-99.1

---

**Table of Contents**

**SECTION 1 Other Events**

**Item 1.01. Entry into a Material Definitive Agreement**

On July 29, 2009, American Axle & Manufacturing Holdings, Inc. ( "Holdings" ) and American Axle & Manufacturing, Inc. ( "AAM" ) entered into an extension of the Waiver and Amendment, dated as of June 29, 2009 (the "Waiver and Amendment" ) to the Credit Agreement dated as of January 9, 2004, as amended and restated as of November 7, 2008 among Holdings, AAM, JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent" ) for the lenders party thereto (the "Lenders" ), and J.P. Morgan Securities Inc. and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners (as amended and restated, the "Credit Agreement" and the facility thereunder the "Revolving Credit Facility" ), with the Administrative Agent and the Lenders party thereto (the "Waiver Extension"). The Waiver Extension, among other things, extends the original waiver period termination date of July 30, 2009 to August 20, 2009. The Waiver Extension continues to require AAM to maintain a daily minimum liquidity of \$100 million and can be terminated under certain circumstances, including AAM's inability to meet the minimum liquidity test for four consecutive business days or the payment of interest during the extension period on AAM's and Holdings' outstanding notes. Except for the foregoing, the Waiver and Amendment remains in full force and effect. A copy of the Waiver Extension is attached as Exhibit 99.1 and is incorporated by reference. The foregoing description is qualified in its entirety by reference to the full text of the Waiver Extension.

**SECTION 7 Regulation FD**

**Item 7.01. Regulation FD**

AAM continues to have active discussions with its lenders regarding further modifications to the Revolving Credit Facility. The extension of the waiver period is a positive step in this process and provides additional time for these discussions.

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements about the Company's plans, projections, strategies or future performance. Such statements, made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, are based on our current expectations, are inherently uncertain, are subject to risks and should be viewed with caution. Actual results and experience may differ materially as a result of many factors, including but not limited to: when post-bankruptcy General Motors Corporation (New GM) and post-bankruptcy Chrysler (New Chrysler) resume production, production levels, production type of vehicles and whether we are a supplier for those vehicles; to what extent New GM assumes our contracts with Old GM and contract terms; our ability to maintain sufficient liquidity in light of the recent extended production shutdowns by GM and Chrysler; the terms of our contractual relationships with New GM and New Chrysler post-bankruptcy; the ability of GM to comply with the terms of the Secured Term Loan Facility provided by the U. S. Treasury and any other applicable requirements of the Troubled Asset Relief Program (TARP); the impact on our

---

**Table of Contents**

business of requirements imposed on, or actions taken by, any of our customers in response to TARP or similar programs; global economic conditions; availability of financing for working capital, capital expenditures, R&D or other general corporate purposes, including our ability to comply with financial covenants and commercial agreements; our customers (other than GM and Chrysler) and suppliers availability of financing for working capital, capital expenditures, R&D and other general corporate purposes; reduced purchases of our products by New GM, New Chrysler or other customers; reduced demand for our customers products (particularly light trucks and SUVs produced by GM and Chrysler); changes in liabilities arising from pension and other postretirement benefit obligations; our ability to achieve cost reductions through ongoing restructuring actions; additional restructuring actions that may occur; our ability to achieve the level of cost reductions required to sustain global cost competitiveness; our ability to maintain satisfactory labor relations and avoid future work stoppages; our suppliers ability to maintain satisfactory labor relations and avoid work stoppages; our customers and their suppliers ability to maintain satisfactory labor relations and avoid work stoppages; our ability to improve our U.S. labor cost structure; supply shortages or price increases in raw materials, utilities or other operating supplies; our ability or our customers and suppliers ability to successfully launch new product programs on a timely basis; our ability to realize the expected revenues from our new and incremental business backlog; our ability to attract new customers and programs for new products; our ability to develop and produce new products that reflect market demand; lower-than-anticipated market acceptance of new or existing products; our ability to respond to changes in technology, increased competition or pricing pressures; continued or increased high prices for or reduced availability of fuel; adverse changes in laws, government regulations or market conditions affecting our products or our customers products (such as the Corporate Average Fuel Economy regulations); adverse changes in economic conditions or the political stability of our principal markets (particularly North America, Europe, South America and Asia); liabilities arising from warranty claims, product liability and legal proceedings to which we are or may become a party; risks of noncompliance with environmental regulations or risks of environmental issues that could result in unforeseen costs at our facilities; our ability to attract and retain key associates; other unanticipated events and conditions that may hinder our ability to compete.

It is not possible to foresee or identify all such factors and we make no commitment to update any forward-looking statement or to disclose any facts, events or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

---

**Table of Contents**

**SECTION 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Waiver Extension dated as of July 29, 2009 among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., the banks and other financial institutions identified therein as lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent.

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.**

By: /s/ Michael K. Simonte

Name: Michael K. Simonte

Title: Executive Vice President Finance & Chief Financial Officer  
(also in capacity of Chief Accounting Officer)

Dated: July 29, 2009

---

**Table of Contents**

**INDEX TO EXHIBITS**

| Exhibit No. | Description                                                                                                                                                                                                                                                                         |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1        | Waiver Extension dated as of July 29, 2009 among American Axle & Manufacturing Holdings, Inc., American Axle & Manufacturing, Inc., the banks and other financial institutions identified therein as lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent. |