

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form S-8 POS

May 04, 2012

As filed with the Securities and Exchange Commission on May 4, 2012

Registration No. 333-41976

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

**to**

**Form S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**American Axle & Manufacturing Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**38-3161171**  
(I.R.S. employer  
identification number)

**One Dauch Drive**  
**Detroit, Michigan 48211**  
**(313) 758-2000**

(Address including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Amended and Restated American Axle & Manufacturing of Michigan, Inc.**  
**Management Stock Option Plan, As Amended**  
**1997 American Axle & Manufacturing of Michigan, Inc. Replacement Plan, As Amended**  
**American Axle & Manufacturing of Michigan, Inc.**  
**Non-Qualified Stock Option Agreement Dated October 29, 1997**  
**1999 American Axle & Manufacturing of Michigan, Inc. Stock Incentive Plan**  
(Full titles of the plans)

*Copies to:*

**Steven R. Keyes**  
**Executive Director, Administration & Legal and Secretary**  
**American Axle & Manufacturing Holdings, Inc.**  
**One Dauch Drive**  
**Detroit, Michigan 48211**  
**(313) 758-2000**

(Name, address and telephone number of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

**EXPLANATORY NOTE**

American Axle & Manufacturing Holdings, Inc. (the Registrant ) is hereby filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on July 21, 2000 (File No. 333-41976) (the Registration Statement ) to deregister certain shares of the Registrant's common stock relating to shares that were registered for issuance under the Amended and Restated American Axle & Manufacturing of Michigan, Inc. Management Stock Option Plan, as amended, the American Axle & Manufacturing of Michigan, Inc. Replacement Plan, as amended, the American Axle & Manufacturing of Michigan, Inc. Non-Qualified Stock Option Agreement, dated October 29, 1997 and the 1999 American Axle & Manufacturing of Michigan, Inc. Stock Incentive Plan (collectively, the Plans ).

The Registration Statement registered a total of 11,227,155 shares under the Plans.

The Registration Statement is hereby amended to deregister the remaining unissued shares under the Plans following the expiration of the awards under the Plans.

**Part II****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on May 4, 2012.

**AMERICAN AXLE & MANUFACTURING  
HOLDINGS, INC**

By: /s/ MICHAEL K. SIMONTE  
**Michael K. Simonte**  
**Executive Vice President & Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below hereby constitutes and appoints Michael K. Simonte and Steven R. Keyes his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Post-Effective Amendment No. 1 to the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ RICHARD E. DAUCH</u> <b>Richard E. Dauch</b>	Co-Founder, Chairman of the Board & Chief Executive Officer/Director (principal executive officer)	May 4, 2012
<u>/s/ MICHAEL K. SIMONTE</u> <b>Michael K. Simonte</b>	Executive Vice President &  Chief Financial Officer  (principal financial officer)  (principal accounting officer)	May 4, 2012
<u>/s/ SALVATORE J. BONANNO, SR.</u> <b>Salvatore J. Bonanno, Sr.</b>	Director	May 4, 2012
<u>/s/ ELIZABETH A. CHAPPELL</u> <b>Elizabeth A. Chappell</b>	Director	May 4, 2012
<u>/s/ DAVID C. DAUCH</u> <b>David C. Dauch</b>	Director	May 4, 2012
<u>/s/ FOREST J. FARMER</u>	Director	May 4, 2012

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**Forest J. Farmer**

/s/ STEVEN B. HANTLER

Director

May 4, 2012

**Steven B. Hantler**

/s/ RICHARD C. LAPPIN

Director

May 4, 2012

**Richard C. Lappin**

/s/ JAMES A. MCCASLIN

Director

May 4, 2012

**James A. McCaslin**

/s/ WILLIAM P. MILLER II Director May 4, 2012

**William P. Miller II**

/s/ JOHN F. SMITH Director May 4, 2012

**John F. Smith**

/s/ LARRY K. SWITZER Director May 4, 2012

**Larry K. Switzer**

/s/ THOMAS K. WALKER Director May 4, 2012

**Thomas K. Walker**

/s/ DR. HENRY T. YANG Director May 4, 2012

**Dr. Henry T. Yang**