

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form SC 13G

June 23, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No.)

**Information to be included in statements filed pursuant to Rules 13d-1(b), (c) and (d) and
amendments thereto filed pursuant to Rule 13d-2(b)¹**

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

024061103
(CUSIP Number)

June 13, 2011
(Date of Event Which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 024061103

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

JB Investments Management, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

5. Sole Voting Power 1,901,908

Number of
Shares

6. Shared Voting Power 2,000,001

Beneficially
Owned by

7. Sole Dispositive Power 3,901,909

Each
Reporting
Person

With

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,901,909

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Not applicable ☐

11. Percent of Class Represented by Amount in Row (9): 5.2%

12. Type of Reporting Person - CO

CUSIP No. 024061103

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Brian Riley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

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

5. Sole Voting Power 1,901,908

Number of 6. Shared Voting Power 2,000,001
Shares

Beneficially

Owned by 7. Sole Dispositive Power 3,901,909
Each

Reporting
Person With

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,901,909

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Not applicable "

11. Percent of Class Represented by Amount in Row (9): 5.2%

12. Type of Reporting Person - IN

CUSIP No. 024061103

Item 1.

- (a) Name of Issuer American Axle & Manufacturing Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices - One Dauch Drive, Detroit, Michigan, 48211-1198

Item 2.

- (a) Name of Persons Filing (1) JB Investments Management, LLC; (2) Brian Riley (the Reporting Persons)
- (b) Address of Principal Business Office or, if none, Residence (1) 355 Valley Park Road, Phoenixville, Pennsylvania 19460; (2) 355 Valley Park Road, Phoenixville, Pennsylvania 19460
- (c) Citizenship (1) Delaware; (2) United States of America
- (d) Title of Class of Securities- Common Stock, par value \$0.01 per share (Shares or Investor Common Stock)
- (e) CUSIP Number - 024061103

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

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- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4.

Ownership

(a) Amount beneficially owned JB Investments Management, LLC is the investment manager of certain funds and managed accounts that directly beneficially own the Shares. Brian Riley is the sole member of JB Investments Management, LLC. As of June 13, 2011, each Reporting Person indirectly beneficially owned 3,901,909 Shares.

The Reporting Persons have, within the ordinary course of business, purchased securities of the Company. The Reporting Persons have not acquired securities in the Company with the purpose, nor with the effect of changing or influencing the control of the issuer, nor in connection with or as a participant in any transaction having such purpose or effect. The Reporting Persons have purchased, and may in the future purchase, shares on the open market at prevailing prices.

(b) Percent of class As of June 13, 2011, each Reporting Persons indirect beneficially owned 5.2% of the outstanding Issuer Common Stock (based on 75,359,168 shares of Issuer Common Stock outstanding as of April 27, 2011 as disclosed by the Company in its Quarterly Report on Form 10-Q filed with the SEC on April 29, 2011)

(c) Number of shares as to which each Reporting Person has as of the date of this Statement:

(i) Sole power to vote or to direct voting 1,901,908

(ii) Shared power to vote or to direct voting 2,000,001

(iii) Sole power to dispose or to direct disposition 3,901,909

(iv) Shared power to dispose or to direct disposition None

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Mr. Riley is the sole member of JB Investments Management, LLC.

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Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8.

Identification and Classification of Members of the Group

Not Applicable.

Item 9.

Notice of Dissolution of Group

Not Applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 23, 2011
Date

JB INVESTMENTS MANAGEMENT, LLC

By: /s/ BRIAN RILEY
Name: **Brian Riley**
Its: **Member**

/s/ BRIAN RILEY
Brian Riley

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of American Axle & Manufacturing Holdings, Inc.; and further agree that this Joint Filing Agreement be included as Exhibit 1. In evidence thereof, the undersigned hereby execute this agreement this 23rd day of June, 2011.

JB INVESTMENTS MANAGEMENT, LLC

By: /s/ BRIAN RILEY
Name: **Brian Riley**
Its: **Member**

/s/ BRIAN RILEY
Brian Riley