

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

June 14, 2007

**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): June 14, 2007**  
**AMERICAN AXLE & MANUFACTURING HOLDINGS, INC**  
(Exact name of registrant as specified in its charter)

**Delaware**

**1-14303**

**36-3161171**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification  
Number)

**One Dauch Drive, Detroit, Michigan**

**48211-1198**

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: **(313) 758-2000**

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

The information set forth below under Item 2.03 is hereby incorporated by reference into this Item 1.01.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On June 14, 2007, American Axle & Manufacturing Holdings, Inc. (the Parent ) and American Axle & Manufacturing Inc. (the Company ) entered into a \$250.00 million unsecured term loan credit agreement with JPMorgan Chase Bank, N.A., as Administrative Agent, the several Lenders parties thereto, Bank of America, N.A., as Syndication Agent, J.P. Morgan Securities Inc., and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners, (the Credit Agreement and the facility thereunder, the Senior Credit Facility ), the proceeds of which are to be used for general corporate purposes, including the prepayment of amounts outstanding under the existing unsecured term loan credit agreement of the Parent and the Company. The new term loan will mature in 2012 and will replace the existing unsecured term loan credit agreement of the Parent and the Company.

The Senior Credit Facility bears interest at a rate equal to the London Interbank Offering Rate (LIBOR) plus a margin of 2.50% or the JP Morgan Chase Bank alternate base rate, plus a margin of 1.50%. The alternate base rate is the higher of JP Morgan Chase Bank's prime rate and the federal funds effective rate plus 1/2 of 1.00%.

Subject to certain exceptions, the Company will be required to make mandatory prepayments of the Senior Credit Facility upon certain asset dispositions or a change of control. Any prepayment of the Senior Credit Facility as a result of a change of control will be subject to a prepayment premium of 1%. In addition, the Senior Credit Facility also contains various operating covenants which, among other things, impose certain limitations on the ability of the Parent, the Company and its subsidiaries to, incur additional indebtedness, incur liens, merge, make acquisitions, sell all or substantially all of their respective assets or enter into certain types of transactions with their affiliates. Events of Default under the Credit Agreement include but are not limited to, failure to pay principal, interest, fees or other amounts when due, material breach of any representation and warranty, covenant defaults, cross-payment defaults and cross-acceleration to other material indebtedness, events of bankruptcy and other customary events of default. If an Event of Default occurs, the Lenders may declare any principal amount then outstanding, and all accrued interest and other amounts payable under the Credit Agreement to be immediately due and payable. In addition, the Company's obligations under the Credit Agreement would be accelerated automatically in the event of a bankruptcy against the Parent or any of its subsidiaries including the Company.

A copy of the Credit Agreement is attached as Exhibit 99.1 and is incorporated herein by reference. The foregoing description of the Credit Agreement is qualified in its entirety by reference to the full text of the Credit Agreement.

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**Item 9.01. Financial Statements and Exhibits**

a) Exhibits:

- 99.1 \$250,000,000 Credit Agreement, dated as of June 14, 2007, by and among American Axle & Manufacturing Holdings, Inc., American Axle Manufacturing Inc., the several Lenders parties thereto, Bank of America, N.A., as Syndication Agent, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc., and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners.
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**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: Vice President Finance & Chief Financial  
Officer  
(also in the capacity of Chief Accounting  
Officer)

Dated: June 14, 2007

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## INDEX TO EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
99.1	\$250,000,000 Credit Agreement, dated as of June 14, 2007, by and among American Axle & Manufacturing Holdings, Inc., American Axle Manufacturing Inc., the several Lenders parties thereto, Bank of America, N.A., as Syndication Agent, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc., and Banc of America Securities LLC, as Joint Lead Arrangers and Joint Bookrunners.