

Easton Loren S.
Form 4
November 14, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMERICAN SECURITIES LLC

2. Issuer Name and Ticker or Trading Symbol
AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2017

299 PARK AVE, 34TH FLOOR,
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10171

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	11/10/2017		S		15,000,000 <u>(4)</u>	D	\$ 17.37 <u>(5)</u>	10,682,679	I <u>(1)</u> <u>(3)</u>	See Footnote <u>(1)</u> <u>(3)</u>
Common Stock								8,670	D <u>(2)</u> <u>(3)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMERICAN SECURITIES LLC
299 PARK AVE, 34TH FLOOR
NEW YORK, NY 10171

ASP MD Investco LP
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

American Securities Partners VI, L.P.
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

American Securities Partners VI(B), L.P.
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

American Securities Partners VI(C), L.P.
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

American Securities Partners VI(D), L.P.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

American Securities Associates VI, LLC
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

Penn Kevin S.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

Easton Loren S.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

Signatures

ASP MD Investco LP, By: ASP Manager Corp., its general partner, By: /s/ Michael G. Fisch, as President	11/14/2017
__Signature of Reporting Person	Date
American Securities Partners VI, L.P., By: American Securities Associates VI, LLC, its general partner, By: /s/ Michael G. Fisch, as Managing Member	11/14/2017
__Signature of Reporting Person	Date
American Securities Partners VI(B), L.P., By: American Securities Associates VI, LLC, its general partner, By: /s/Michael G. Fisch, as Managing Member	11/14/2017
__Signature of Reporting Person	Date
American Securities Partners VI(C), L.P., By: American Securities Associates VI, LLC, its general partner, By: /s/ Michael G. Fisch, as Managing Member	11/14/2017
__Signature of Reporting Person	Date
American Securities Partners VI(D), L.P., By: American Securities Associates VI, LLC, its general partner, By: /s/ Michael G. Fisch, as Managing Member	11/14/2017
__Signature of Reporting Person	Date
American Securities Associates VI, LLC, By: /s/ Michael G. Fisch, as Managing Member	11/14/2017
__Signature of Reporting Person	Date
American Securities LLC, By: /s/ Michael G. Fisch, as President and Chief Executive Officer	11/14/2017
__Signature of Reporting Person	Date
/s/ Kevin Penn	11/14/2017
__Signature of Reporting Person	Date
/s/ Loren S. Easton	11/14/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares directly owned by ASP MD Investco LP ("Investco") that may also be deemed to be indirectly beneficially owned by American Securities LLC ("ASL") and each of: American Securities Partners VI, L.P., American Securities Partners VI(B), L.P., American

(1) Securities Partners VI(C), L.P. and American Securities Partners VI(D), L.P. (each, a "Sponsor"), the owners of partnership interests in Investco, and American Securities Associates VI, LLC, the general partner of each Sponsor. ASL also provides investment advisory services to each Sponsor.

(2) Shares directly owned by ASL.

(3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Kevin Penn is a managing director of ASL and a director of the Issuer. Loren Easton is a managing director of ASL and a director of the Issuer.

(4) The shares were sold by Investco in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on November 7, 2017.

(5) This amount represents the \$17.37 price per share of the Issuer's common stock purchased by the underwriter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.