

Easton Loren S.
Form 3
April 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â AMERICAN SECURITIES LLC | | | (Month/Day/Year) | AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL] | |
| (Last) | (First) | (Middle) | 04/06/2017 | | |
| 299 PARK AVENUE, 34TH FLOOR,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10171 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.01 per share ("Common Stock") | 8,670 | D <u>(1)</u> <u>(3)</u> <u>(4)</u> Â | |
| Common Stock | 25,682,679 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> Â | |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | 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 AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| ASP MD Investco LP C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| American Securities Partners VI, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| American Securities Partners VI(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| American Securities Partners VI(C), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| American Securities Partners VI(D), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| American Securities Associates VI, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ | ^ X | ^ | ^ |
| Penn Kevin S. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | ^ X | ^ | ^ | ^ |
| Easton Loren S. C/O AMERICAN SECURITIES LLC | ^ X | ^ | ^ | ^ |

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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 | 04/17/2017 |
| 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 | 04/17/2017 |
| 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 | 04/17/2017 |
| 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 | 04/17/2017 |
| 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 | 04/17/2017 |
| Signature of Reporting Person | Date |
| American Securities Associates VI, LLC, By: /s/ Michael G. Fisch, as Managing Member | 04/17/2017 |
| Signature of Reporting Person | Date |
| American Securities LLC, By: /s/ Michael G. Fisch, as President and Chief Executive Officer | 04/17/2017 |
| Signature of Reporting Person | Date |
| /s/ Kevin S. Penn | 04/17/2017 |
| Signature of Reporting Person | Date |
| /s/ Loren S. Easton | 04/17/2017 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Shares directly owned by American Securities LLC ("ASL").
Shares directly owned by ASP MD Investco LP ("Investco") that may also be deemed to be indirectly beneficially owned by ASL and each of: American Securities Partners VI, L.P., American Securities Partners VI(B), L.P., American 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.
- (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.
- (4) 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.

^

Remarks:

Exhibit 99.1 Joint Filer Information is incorporated herein by reference.

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