

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

February 02, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 1, 2007

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14303

36-3161171

(Commission File Number)

(IRS Employer Identification No.)

One Dauch Drive, Detroit, Michigan

48211-1198

(Address of Principal Executive Offices)

(Zip Code)

(313) 758-2000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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))
-

Item 5.02(e) Compensatory Arrangements of Certain Officers

On February 1, 2007, the Board of Directors of American Axle & Manufacturing Holdings, Inc. approved amendments to the Amended and Restated American Axle & Manufacturing, Inc. Incentive Compensation Plan for Executive Officers and the Amended and Restated American Axle & Manufacturing, Inc. Incentive Compensation Plan for Non-Officer Executives.

As amended, the plans permit adjustments to the amount of awards due to unanticipated special charges or gains or unanticipated customer decisions or industry-wide factors affecting company performance. The amendments are effective for the 2006 and subsequent plan years. The text of the Amended and Restated American Axle & Manufacturing, Inc. Incentive Compensation Plan for Executive Officers is included as Exhibit 10 to this Form 8-K and incorporated by reference herein.

FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, all of which are inherently uncertain and should be viewed with caution. Actual results and experience may differ materially due to many factors and risks that are described in our most recent annual report on Form 10-K and quarterly reports on Form 10-Q. It is not possible to foresee or identify all such factors and we assume no obligation to update any forward-looking statements or to disclose any subsequent facts, events or circumstances that may affect their accuracy.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|-------------|-------------------------------------------------------------------------------------------------------------|
| 10 | Amended and Restated American Axle & Manufacturing, Inc. Incentive Compensation Plan for Executive Officers |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

Date: February 2, 2007

By: /s/ Michael K. Simonte

Michael K. Simonte
Vice President Finance & Chief Financial Officer
(also in the capacity of Chief Accounting Officer)

EXHIBIT INDEX

| Exhibit No. | Description | Page |
|-------------|-------------------------------------------------------------------------|------|
| Exhibit 10 | Amended and Restated Incentive Compensation Plan for Executive Officers | 1 |