

TRIMAS CORP
Form 424B5
September 11, 2013
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Filed pursuant to Rule 424(b)(5)
Registration No. 333-172525

PROSPECTUS SUPPLEMENT

(To Prospectus dated April 15, 2011)

4,500,000 Shares

TriMas Corporation
Common Stock

We are offering 4,500,000 shares of our common stock. We will receive all of the net proceeds from the sale of such common stock.

Our common stock is listed on the NASDAQ Global Select MarketSM and trades under the ticker symbol TRS. On September 10, 2013, the last reported sale price of our common stock on the NASDAQ Global Select MarketSM was \$35.54 per share.

	Per Share	Total
Public offering price	\$35.40	\$159,300,000
Underwriting discounts and commissions	\$1.593	\$7,168,500
Proceeds to the Company, before expenses	\$33.807	\$152,131,500

We have granted the underwriters an option to purchase up to an additional 675,000 shares from us at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement. If the underwriters exercise this option in full, the total underwriting discounts and commissions will be \$8,243,775 and the total proceeds, before expenses, to us will be \$174,951,225.

Investing in our common stock involves certain risks. See Risk Factors on page S-11 of this prospectus supplement, Risk Factors beginning on page 3 of the accompanying prospectus and the Risk Factors section beginning on page 15 of our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated herein by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the

contrary is a criminal offense.

The underwriters are offering the shares of our common stock as set forth under Underwriting (Conflicts of Interest). Delivery of the shares of common stock will be made on or about September 16, 2013.

Joint Bookrunners

Deutsche Bank Securities

J.P. Morgan

BofA Merrill Lynch

Goldman, Sachs & Co.
Co-Managers

Wells Fargo Securities

KeyBanc Capital Markets
Roth Capital Partners

Barrington Research Associates
Sidoti & Company, LLC

The date of this prospectus supplement is September 10, 2013.

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You should read this prospectus supplement and the documents incorporated by reference carefully before you invest. Such documents contain important information you should consider when making your investment decision. See Information Incorporated by Reference on page S-27. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus supplement does not extend to you. You should rely only on the information provided in this prospectus supplement, documents incorporated by reference in this prospectus supplement and any related free writing prospectus. We have not authorized anyone to provide you with different information.

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ABOUT THIS PROSPECTUS SUPPLEMENT

Unless the context otherwise requires, the terms TriMas, the Company, we, us and our refer to TriMas Corporation and its subsidiaries.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the accompanying prospectus, provides more general information about us and our common stock. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement and the accompanying prospectus and any related free writing prospectus. None of the Company or the underwriters has authorized anyone to provide information different from that contained in, incorporated or deemed incorporated by reference into this prospectus supplement or the accompanying prospectus.

Before you invest, you should read the registration statement of which this document forms a part, this document, the accompanying prospectus and the documents incorporated by reference herein that are described under the heading Information Incorporated by Reference.

The information in this document may only be accurate on the date of the document. You should assume that the information appearing in this prospectus supplement is accurate only as of the date on the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

We are not making an offer of these securities in any jurisdiction where the offer is not permitted.

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SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement and any documents we incorporate by reference herein may contain forward-looking statements (as that term is defined by the federal securities laws) about our financial condition, results of operations and business. You can find many of these statements by looking for words such as *may*, *will*, *expect*, *anticipate*, *believe*, *estimate* and similar words used in this prospectus supplement.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution readers not to place undue reliance on the statements, which speak only as of the date of this prospectus supplement.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statement to reflect events or circumstances after the date of this prospectus supplement or to reflect the occurrence of unanticipated events.

We disclose important factors that could cause our actual results to differ materially from our expectations under *Risk Factors* and elsewhere in this prospectus supplement or any documents we incorporate by reference herein or therein. These cautionary statements qualify all forward-looking statements attributed to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other condition, results of operations, prospects and ability to service our debt. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial position and results of operations or cash flows.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this prospectus supplement include general economic conditions in the markets in which we operate, industry-related factors and offering-related factors such as:

Our businesses depend upon general economic conditions and we serve some customers in highly cyclical industries; as such, we may be subject to the loss of sales and margins due to an economic downturn or recession;

Many of the markets we serve are highly competitive, which could limit the volume of products that we sell and reduce our operating margins;

Our growth strategy includes the impact of acquisitions. If we are unable to identify attractive acquisition candidates, successfully integrate acquired operations or realize the intended benefits of our acquisitions, we may be adversely affected;

We may be unable to successfully implement our business strategies. Our ability to realize our business strategies may be limited;

Increases in our raw material or energy costs or the loss of critical suppliers could adversely affect our profitability and other financial results;

Our products are typically highly engineered or customer-driven and we are subject to risks associated with changing technology and manufacturing techniques that could place us at a competitive disadvantage;

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We depend on the services of key individuals and relationships, the loss of which could materially harm us;

We have substantial debt principal and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations;

Restrictions in our debt instruments and accounts receivable facility limit our ability to take certain actions and breaches thereof could impair our liquidity;

We have significant goodwill and intangible assets, and future impairment of our goodwill and intangible assets could have a material negative impact on our financial results;

We may face liability associated with the use of products for which patent ownership or other intellectual property rights are claimed;

We may be unable to adequately protect our intellectual property;

We may incur material losses and costs as a result of product liability, recall and warranty claims that may be brought against us;

Our business may be materially and adversely affected by compliance obligations and liabilities under environmental laws and regulations;

Our borrowing costs may be impacted by our credit ratings developed by various rating agencies;

We have significant operating lease obligations and our failure to meet those obligations could adversely affect our financial condition;

We may be subject to further unionization and work stoppages at our facilities or our customers may be subject to work stoppages, which could seriously impact the profitability of our business;

Our healthcare costs for active employees and future retirees may exceed our projections and may negatively affect our financial results;

A growing portion of our sales may be derived from international sources, which exposes us to certain risks which may adversely affect our financial results and impact our ability to service debt;

Our stock price may be subject to significant volatility due to our own results or market trends;

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Your stock ownership may experience future dilution as a result of future equity offerings and other issuances of our common stock or other securities;

Future sales of our common stock in the public market could cause our stock price to fall;

Provisions of Delaware law, our certificate of incorporation and by-laws, could delay or prevent a change in control of our company, which could adversely impact the value of our common stock;

Management will have broad discretion as to the use of proceeds from this offering, and we may use the proceeds in ways that you and other stockholders may not approve;

We have no plans to pay regular dividends on our common stock, so you may not receive funds without selling your common stock; and

Other factors, including those related to our common stock, included herein, in the accompanying prospectus and the documents incorporated herein by reference.

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PROSPECTUS SUPPLEMENT SUMMARY

The following summary should be read together with the information contained in or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from this prospectus supplement and the accompanying prospectus to help you understand the offering of our common stock. You should read this prospectus supplement and the accompanying prospectus, including the documents we incorporate by reference, carefully to understand fully our common stock as well as other considerations that are important to you in making a decision to invest in our common stock. You should pay special attention to the Risk Factors section beginning on page S-11 of this prospectus supplement, the Risk Factors section beginning on page 3 of the accompanying prospectus and the Risk Factors section in our Annual Report on Form 10-K for the year ended December 31, 2012 to determine whether an investment in our common stock is appropriate for you. This prospectus supplement and the accompanying prospectus include forward-looking statements that involve risks and uncertainties.

THE COMPANY

We are a global designer, manufacturer and distributor of products for commercial, industrial and consumer markets. Most of our businesses share important characteristics, including: leading market positions, strong brand names, broad product offerings in focused markets, established distribution networks, relatively high operating margins, relatively low capital investment requirements with significant opportunities for both organic growth and acquisitions. We use a common operating model across TriMas and all of our businesses. The TriMas Operating Model is the framework that provides commonality and consistency across our businesses, wherever possible given the diverse nature of our businesses, and drives how we plan, budget, measure, review, incent and reward our people. It provides the foundation for determining our priorities, executing our growth and productivity initiatives and allocating capital. We believe that a majority of our 2012 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories. Our leadership position across most of these markets provides numerous growth opportunities, including: expansion into new markets, geographies and products supplemented by strategic acquisitions.

We operate through six reportable segments which had net sales and operating profit for the year ended December 31, 2012 as follows: Packaging (net sales: \$275.2 million; operating profit: \$57.6 million), Energy (net sales: \$190.2 million; operating profit: \$17.8 million), Aerospace & Defense (net sales: \$78.6 million; operating profit: \$20.8 million), Engineered Components (net sales: \$200.0 million; operating profit: \$28.0 million), Cequent Asia Pacific Europe Africa (Cequent APEA) (net sales: \$128.6 million; operating profit: \$12.3 million) and Cequent Americas (net sales: \$400.4 million; operating profit: \$27.4 million).

While each reportable segment has distinctive products, some of which are described below, we believe our balanced portfolio of businesses shares several common attributes.

Packaging

We believe Packaging is a leading designer, manufacturer and distributor of specialty, highly-engineered closure and dispensing systems for a range of end markets, including steel and plastic industrial and consumer packaging applications. Packaging manufactures high-performance, value-added products that are designed to enhance its customers' ability to store, transport, process and dispense various products for the agricultural, beverage, cosmetic, food, household products, industrial, medical, nutraceutical, personal care and pharmaceutical markets. Packaging's products include steel and plastic closure caps, drum enclosures, rings and levers, and specialty plastic closure

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and dispensing systems, such as foamers, pumps and specialty sprayers. We acquired Innovative Molding in August 2011, which expanded our specialty plastic closures business, and 70% of Arminak & Associates in February 2012, enhancing our product scope in packaging solutions for cosmetics, personal care, beauty aids and household product markets.

Our Packaging brands, which include Rieke®, Arminak & Associates®, Englass®, Innovative Molding and Stof® are well established and recognized in their respective markets. With a more than 90 year operating history, Packaging has a long history of product innovation and we believe that our research and development capabilities provide us with a sustainable competitive advantage relative to our competitors.

Energy

We believe Energy is a leading manufacturer and distributor of metallic and non-metallic gaskets, bolts, industrial fasteners and specialty products for the petroleum refining, petrochemical, oil field and industrial markets. With operations principally in North America and newer locations in Europe, Asia and South America, Lamons supplies gaskets and complementary fasteners to both maintenance repair operations and industrial original equipment manufacturers. Our companies and brands which comprise this segment include Lamons®, South Texas Bolt & Fitting (STBF), CIFAL Industrial e Comerical Ltda ("CIFAL"), Gasket Vedações Técnicas Ltda (GVT), acquired in January 2013, and Wulfrun Specialised Fasteners Limited ("Wulfrun") and Tat Lee (Thailand) Ltd., both acquired in April 2013.

Aerospace & Defense

We believe Aerospace & Defense is a leading designer and manufacturer of a diverse range of products for use in focused markets within the aerospace and defense industries. This segment's products include aerospace components and fasteners and military munitions components to serve aircraft and weapons platforms sold to the U.S. government. In general, these products are highly-engineered, customer-specific items that are sold into focused markets with few competitors. Aerospace & Defense's brands include Monogram Aerospace Fasteners, Martinic Engineering and NI Industries, which are well established and recognized in their markets.

Engineered Components

We believe Engineered Components is a leading designer, manufacturer and distributor of a variety of natural gas powered engines and parts, gas compressors, gas production equipment, meter runs, engine electronics and chemical pumps all engineered for use in oil and natural gas production, as well as high-pressure and low-pressure cylinders for the transportation, storage and dispensing of compressed gases. In general, these products are highly-engineered, customer-specific items that are sold into focused markets with few competitors. Engineered Components brands include Arrow® Engine and Norris Cylinder which are well established and recognized in their respective markets.

Cequent APEA and Cequent Americas

We believe Cequent, which includes our Cequent APEA and Cequent Americas reportable segments, is a leading designer, manufacturer and distributor of a wide variety of high quality, custom-engineered towing, trailer and cargo management products and other accessories. These products, which are similar for both of the Cequent APEA and Cequent Americas segments, are designed to support all original equipment manufacturers (OEM), original equipment suppliers (OES) and aftermarket customers within the agricultural, automotive, construction, horse/livestock, industrial, marine, military, recreational, trailer and utility markets. We believe that Cequent's brand names and product lines are among the most recognized and extensive in the industry.

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While Cequent APEA focuses its sales and manufacturing efforts in the Asia Pacific, Europe and South Africa regions, Cequent Americas is focused on the North and South American regions. Cequent Americas consists of two businesses: Cequent Performance Products (CPP), a leading manufacturer of aftermarket and OEM towing and trailer products and accessories, and Cequent Consumer Products (CCP), a leading provider of towing, trailer, vehicle protection and cargo management solutions serving the end-user through retailers. Cequent's brands include Aqua-Clear®, Bargman®, Bulldog®, Draw-Tite®, Engetran, Fulton®, Hayman-Reese, Harp®, Hidden Hitch®, Highland®, Kovil®, Laitner, Pro Series, Reese®, Reese CarryPower, Reese Outfitter®, Reese Power Sports, Reese® Towpower, ROLA®, Trail Com, Tekonsha®, Tow Ready®, TriMotive, Wesbar® and Witter Towbar Systems.

OUR STRENGTHS

We believe our competitive strengths include:

Leading Market Positions, Global Presence with Strong Brand Names

We believe that we maintain a leading market position in each of our segments and that we offer some of the most established high-quality brands and premier service capabilities within our addressable markets. Many of our companies and brands have over 50 years of history in the markets we serve and benefit significantly from customer recognition and brand loyalty. We've established global platforms to broaden our international reach which provides a competitive advantage in serving many of our largest customers. In addition, we've developed an extensive distribution network which includes company owned and third party channels. Our in-house highly trained sales force works directly with our global network of distributors to ensure we provide a consistent level of high-quality service and develop detailed insight regarding customer trends and preferences. It is our belief that a majority of our 2012 net sales were in markets in which our products enjoy the number one or number two market position within their respective product categories.

Diverse, Defensible Product Offering with Well Established Customer Relationships

We sell our products to a wide range of end-users across a broad spectrum of end markets, most of which we believe possess strong and sustainable long-term growth characteristics. Our principal end markets include consumer-oriented specialty dispensing packaging, oil and gas, aerospace and defense, industrial manufacturing, and the automotive installer and retailer aftermarkets. We believe we have limited customer concentration, as no individual products or product families comprise more than 10% of our net sales, which provides us with a degree of protection against a downturn in any specific end-market. Furthermore, a significant portion of our products represent highly-engineered, customized solutions, which we believe positions our businesses to achieve favorable pricing and establish preferred supplier relationships.

Significant Opportunities for Both Organic Growth and Acquisitions

Over the past few years, we have successfully executed our growth strategies via bolt-on acquisitions and geographic expansion in several of our reportable segments. We also have experienced significant market share gains within our businesses and continued to develop and introduce new products, both of which are aiding in our double-digit top-line growth rate despite low levels of economic growth. These accomplishments have enabled us to broaden our product portfolio and cross-sell our existing products to new markets while introducing our newly-acquired products into our existing markets. In order to capture these opportunities, we strategically increased our investments in inventory levels, acquisition capital and capital projects in certain of our businesses compared to historical levels to ensure we had the products available and capacity ready, particularly in our higher-margin platforms, to support the significant sales growth.

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Strong Operating Cash Flow Generation and History of Deleveraging

Our business model allows us to generate significant operating cash flow due to our strong operating margins, efficient working capital management and disciplined approach to capital expenditures. During the three years ended December 31, 2012, we generated approximately \$264 million of net cash provided by operating activities, net of acquisition impact, and reduced our total debt by approximately \$92 million. Given our strong operating cash flow and earnings growth, we remain focused on reducing our leverage providing the flexibility to pursue future organic and inorganic growth initiatives.

Experienced Management Team with a Proven Track Record of Success

Our management team has been led by David Wathen, President and Chief Executive Officer since joining our Company in January 2009. Mr. Wathen brings over three decades of industrial manufacturing experience, most recently as President and Chief Executive Officer of the North American Operations of Balfour Beatty, Inc. in addition to senior leadership positions at several premier industrial companies including Eaton, Allied Signal, Emerson Electric and General Electric. Furthermore, our Chief Financial Officer, A. Mark Zeffiro, joined TriMas in June 2008 and brings over twenty years of financial leadership experience, most recently at Black & Decker and previously with General Electric. Our management team has a proven track record of successfully integrating acquired companies into our operations and realizing the intended benefits of our acquisitions. We believe the overall talent level within our organization is a competitive strength, and we have added a number of highly experienced key managers across our platforms over the past several years. Our management team is consistently focused on implementing continuous operating improvements and actively reviewing strategic plans and capital allocation processes across our businesses, effectively balancing current performance while remaining focused on growth potential.

OUR STRATEGY

Guided by our experienced management team, we strive to create shareholder value by seeking to generate high single-digit sales growth, continuous productivity and asset efficiency improvements coupled with development of a talented workforce. We believe this focus will result in high levels of financial performance and cash flow generation, which we intend to redeploy to pursue the following strategies:

Continue Product Innovation

We believe that we have a successful history of developing innovative products by working closely with our customers to identify new applications and opportunities. Product development and expanded market and product line offerings will continue to drive organic growth initiatives. We have a significant number of new product initiatives, including product solutions such as VISEGRIP® steel flange and plug closure, the POLY-VISEGRIP plastic closure, the FLEXSPOUT flexible pouring spout, the FLEXSPOUT® II closure system (used on five gallon pails for the paint, oil and chemical industries), the DuraTouch® product line of small pump sprayers, the intelligent bolt (allowing the clamp load of a bolted joint to be monitored), the next generation Composi-Lok® (offering weight reduction with a flush break upon installation), the vapor and recovery system (improving efficiency and durability of oil and gas compression products), a process for manufacturing ISO cylinders capable of holding pressure gases, the F-2 aluminum jack and RV landing gear in trailer related products, as well as innovations in brake controls (P3), custom harnesses, LED lighting and electrical accessories. Future success in our business segments is characterized by our ability to provide innovative solutions which continuously improve features and functions that exceed our customer needs and command premium prices, ultimately gaining market share.

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Pursue Growth Opportunities in New Products and International Expansion

We are focused on organic growth initiatives across our businesses to support increased revenue and profitability. These initiatives include launching new products in growing end markets, expanding geographically and cross-selling existing products, services and capabilities. Additionally, we employ an internal sales force and use third-party agents and distributors in key geographic markets, including Europe, South America, Asia and South Africa. Our businesses rely upon strong historical relationships, custom engineering capability, significant brand recognition, broad product offerings, and expansive distribution capabilities.

Pursue Strategic Bolt-On Acquisitions on a Disciplined Basis

We believe that our businesses have significant opportunities to grow through disciplined, strategic acquisitions. We typically seek bolt-on acquisitions, in which we would acquire another industry participant or product line within our existing industries in order to enhance the strengths of our core businesses. Our acquisition criteria generally consist of transactions that include the following characteristics:

Supplement existing product lines;

Expand geographic footprint;

Gain access to or expand additional distribution channels; and

Realize both revenue and cost synergies

We actively review potential acquisition candidates and believe there will be numerous opportunities to add to our existing business portfolio.

Commitment to On-Going Productivity Improvements

After successfully executing an extensive Profit Improvement Plan in 2009, which included restructuring several of our businesses, we have launched an ongoing target to drive 3-5% total gross cost productivity gains annually and to utilize savings to fund growth. We continue to reduce fixed costs and improve productivity and flexibility throughout each business to achieve this objective. Our initiatives have included, and will continue to include, projects related to lean productivity initiatives, continuous improvements in manufacturing processes, Six Sigma, facility and operational rationalization, improved supply chain management and consolidation to best-in-class low-cost providers, rationalization of manufacturing footprint into lower-cost countries and outsourcing initiatives.

RECENT DEVELOPMENTS

During the first half of 2013, we completed acquisitions for an aggregate amount of approximately \$47 million, net of cash acquired. Of these acquisitions, the most significant included Martinic Engineering, Inc. ("Martinic") within our Aerospace and Defense reportable segment, Wulfrun Specialised Fasteners Limited ("Wulfrun") within our Energy reportable segment, and C.P. Witter Limited ("Witter") within our Cequent APEA segment.

Martinic is a manufacturer of highly-engineered, precision machined, complex parts for commercial and military aerospace applications, including auxiliary power units, as well as electrical, hydraulic and pneumatic systems located in the United States and generated approximately \$13 million in revenue for the twelve months ended December 31, 2012.

Wulfrun is a manufacturer and distributor of specialty bolting and CNC machined components for use in critical oil and gas, pipeline and power generation applications located in the United

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Kingdom and generated approximately \$10 million in revenue for the twelve months ended December 31, 2012.

Witter, also located in the United Kingdom, is a manufacturer of highly-engineered towbars and accessories which are distributed through a wide network of commercial dealers, and generated approximately \$20 million in revenue for the twelve months ended March 31, 2013.

We also acquired Gasket Vedacoes Tecnicas Ltda (GVT) in January 2013, substantially all of the business assets of Tat Lee (Thailand) Ltd. (Tat Lee) in April 2013, and the towing technology business assets of AL-KO in July 2013. With the acquisition of GVT, Lamons business has expanded its global footprint and product portfolio in the rapidly growing energy market of Brazil. The acquisition of Tat Lee enhances our capabilities throughout Southeast Asia for our Energy business, while the acquisition of the towing assets from AL-KO adds to our Cequent product content and further expands our footprint into Europe.

Subject to market and other conditions, we are considering an opportunistic refinancing of our existing senior secured credit facilities, currently consisting of a \$250.0 million revolving credit facility due October 2017, a \$200.0 million term loan A facility due October 2017 and a \$200.0 million term loan B facility due October 2019. No assurance can be given that we will proceed with a transaction, or, if we proceed, that we will be able to obtain terms that are acceptable to us.

OUR EXECUTIVE OFFICES AND STRUCTURE

TriMas Corporation is a Delaware corporation. Our principal executive offices are located at 39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan 48304. Our telephone number is (248) 631-5450. Our web site address is www.trimascorp.com. Information contained on our web site is not a part of this prospectus supplement or the accompanying prospectus.

TriMas Corporation is a holding company with no material assets of its own other than 100% of the capital stock of an intermediate holding company, TriMas Company LLC. TriMas Company LLC directly or indirectly owns our domestic and foreign operating subsidiaries, which represent the primary source of all of our revenues and the primary owners of all of our material assets. Our senior secured credit facility is issued by TriMas Company LLC and guaranteed by us and TriMas Company LLC's domestic subsidiaries (other than its receivables financing subsidiary).

As of December 31, 2012, we employed approximately 5,500 people, of whom approximately 24% were unionized and approximately 50% were located outside the United States. We currently have collective bargaining agreements covering twelve facilities worldwide, three of which are in the United States. Employee relations have generally been satisfactory.

CONFLICTS OF INTEREST

As described in Use of Proceeds, the net proceeds from this offering may be used to repay indebtedness, including indebtedness under our revolving credit facility and our accounts receivable facility. Because certain affiliates of the underwriters are lenders under our revolving credit facility and because more than 5% of the proceeds of this offering, not including underwriting compensation, may be received by affiliates of one or more underwriters, which underwriter or underwriters are participating in this offering and are members of the Financial Industry Regulatory Authority (FINRA), this offering is being conducted in compliance with FINRA Rule 5121. Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering.

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THE OFFERING

<i>Common stock offered by us</i>	4,500,000 shares (or 5,175,000 shares if the underwriters' option is exercised in full).
<i>Common stock outstanding immediately after this offering</i>	44,254,014 shares (or 44,929,014 shares if the underwriters' option is exercised in full).
<i>Underwriters' option</i>	We have granted the underwriters an option exercisable for a period of 30 days from the date of this prospectus to purchase up to an additional 675,000 shares of common stock at the public offering price, less the underwriting discount.
<i>Use of Proceeds</i>	We estimate that our net proceeds from the sale of our common stock in this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$151,781,500 (or approximately \$174,601,225 if the underwriters' option is exercised in full). We intend to use the net proceeds from this offering for general corporate purposes. General corporate purposes may include acquisitions, repayment of debt (including our revolving credit facility and accounts receivable facility), additions to working capital and capital expenditures. Net proceeds may be temporarily invested prior to deployment for their intended purposes. See Use of Proceeds.
<i>Risk Factors</i>	Investing in our common stock involves a high degree of risk. You should consider carefully all the information included or incorporated by reference in this prospectus supplement and the sections entitled Risk Factors beginning on page S-11 of this prospectus supplement, page 3 of the accompanying prospectus and page 15 of our Annual Report on Form 10-K for the year ended December 31, 2012 before deciding whether to purchase our common stock in this offering.
<i>NASDAQ Global Select MarketSM symbol</i>	TRS
Except as otherwise indicated, all information in this prospectus supplement assumes the underwriters' option has not been exercised.	

The number of shares of our common stock to be outstanding after this offering is based on the number of shares outstanding on June 30, 2013, which includes 694,462 restricted shares.

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RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and discussed under the section captioned "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement and the accompanying prospectus, and all other information contained in this prospectus supplement and the accompanying prospectus and incorporated by reference in this prospectus supplement and the accompanying prospectus before purchasing our common stock. These risks and uncertainties are not the only ones facing us. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of such risks or the risks described below or in our Annual Report on Form 10-K for the year ended December 31, 2012 occur, our business, financial condition or results of operations could be materially and adversely affected. In that case, the trading price of our common stock could decline, and you may lose some or all of your investment.

Risks Related to this Offering of Our Common Stock

Management will have broad discretion as to the use of proceeds from this offering, and we may use the proceeds in ways that you and other stockholders may not approve.

Our management will have broad discretion to allocate the net proceeds from this offering, and investors will be relying on the judgment of our management regarding the use of these proceeds. Our management could spend the net proceeds in ways that you and other stockholders may not approve or in ways that do not improve our results of operations or enhance the value of our common stock. Our failure to apply these funds effectively could have a material adverse effect on our business or financial condition, and cause the price of our common stock to decline.

Your stock ownership may experience future dilution as a result of future equity offerings and other issuances of our common stock or other securities.

In order to raise additional capital, we may in the future offer additional shares of our common stock or other securities convertible into or exchangeable for our common stock, including convertible debt. We cannot assure you that we will be able to sell shares or other securities in any other offering at a price per share that is equal to or greater than the price per share paid by investors in this offering, and investors purchasing shares or other securities in the future could have rights that are superior to existing stockholders. The price per share at which we sell additional shares of our common stock or other securities convertible into or exchangeable for our common stock in future transactions may be higher or lower than the price per share in this offering. As of June 30, 2013, the number of outstanding shares of our common stock, \$0.01 par value, was 39,754,014 shares, which includes 694,462 restricted shares and excludes all stock options and shares reserved under our long-term equity incentive plans. You will incur dilution upon the grant of any shares under our long-term equity incentive plans and upon exercise of any outstanding stock options.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately \$151,781,500, or \$174,601,225 if the underwriters exercise their option to purchase additional shares in full, after deducting underwriting discounts and our estimated expenses of the offering.

We intend to use the net proceeds from this offering for general corporate purposes. General corporate purposes may include acquisitions, repayment of debt (including our revolving credit facility and accounts receivable facility), additions to working capital and capital expenditures. Net proceeds may be temporarily invested prior to deployment for their intended purposes. See Capitalization. Certain affiliates of the underwriters are lenders under our revolving credit facility and, as a result, may receive a portion of the proceeds of this offering. See Underwriting (Conflicts of Interest) Conflicts of Interest.

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The following table sets forth our cash and cash equivalents and our capitalization as of June 30, 2013:

On an actual basis; and

On an as adjusted basis, after giving effect to this offering and the use of proceeds therefrom.

You should read this table together with the Use of Proceeds section found in this prospectus supplement and the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations sections beginning on pages 3 and 23, respectively, of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, which is incorporated herein by reference.

	As of June 30, 2013	
	Actual	As Adjusted
	(in thousands)	
Cash and cash equivalents(1)	\$ 18,830	\$ 170,610
Long-term Debt(2):		
Senior Secured Credit Facility		
Revolving Credit Facility(3)	16,210	16,210
Tranche A term loan	197,500	197,500
Tranche B term loan	198,500	198,500
Accounts Receivable Facility(2)(5)	58,500	58,500
Other debt(4)	9,940	9,940
Total debt	480,650	480,650
Shareholders' Equity	341,220	493,000
Total Capitalization	\$ 821,870	\$ 973,650

- (1) The As Adjusted column considers the impact of estimated fees and expenses related to this offering, including legal and accounting fees, discounts and commissions.
- (2) For a description of our Long-term Debt and our Accounts Receivable Facility, see Note 12 (Long-term Debt) to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and Note 10 (Long-term Debt) to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, each of which is incorporated herein by reference.
- (3) At June 30, 2013, the Company had \$210.2 million potentially available under its Revolving Credit Facility, after giving effect to approximately \$23.6 million of letters of credit issued and outstanding. However, including availability under its Accounts Receivable Facility and after consideration of leverage restrictions contained in the Credit Agreement, at June 30, 2013 the Company had \$179.2 million of borrowing capacity available to it for general corporate purposes.
- (4) TriMas Company LLC's Australian subsidiary is party to a debt agreement which matures on September 30, 2013 and is secured by substantially all the assets of the subsidiary.
- (5) At June 30, 2013, the Company had \$33.4 million available but not utilized under its Accounts Receivable Facility.

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DIVIDEND POLICY

We did not pay dividends in 2011, 2012 or in the six months ended June 30, 2013. Our senior secured credit facility restricts the payment of dividends on our common stock. Our current policy is to retain earnings to repay debt and finance our operations and acquisitions. See the discussion under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources and Note 12 to the Company's financial statements captioned Long-term Debt, included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2012.

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Table of Contents**MARKET PRICE OF COMMON STOCK**

Our common stock is traded on the NASDAQ Global Select MarketSM under the symbol TRS. On June 30, 2013 there were 39,754,014 shares of our common stock outstanding. On September 10, 2013, the closing price of our common stock was \$35.54. The following table sets forth the high and low sale prices per share of our common stock as reported on the NASDAQ Global Select MarketSM with regard to each of our fiscal quarters during the periods indicated:

	High Sale Price	Low Sale Price
2013:		
Second Quarter	\$ 37.39	\$ 27.16
First Quarter	\$ 32.69	\$ 27.54
2012:		
Fourth Quarter	\$ 28.56	\$ 22.34
Third Quarter	\$ 25.12	\$ 18.26
Second Quarter	\$ 24.51	\$ 18.69
First Quarter	\$ 25.50	\$ 18.06