

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

February 07, 2005

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**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 2, 2005

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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 5 Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Effective February 2, 2005, the Board of Directors of American Axle & Manufacturing Holdings, Inc. appointed Larry K. Switzer to fill a vacant seat on the Board until the 2005 annual meeting of shareholders, at which time he will be nominated for election by the shareholders. There are no arrangements between Mr. Switzer and any other person pursuant to which Mr. Switzer was selected as a director, nor are there any transactions to which the registrant or any subsidiary thereof is a party and in which Mr. Switzer has a material interest subject to disclosure under Item 404(a) of Regulation S-K. The Board affirmatively determined that Mr. Switzer is independent under the Independence Guidelines adopted by the Board on October 27, 2004, consistent with applicable rules of the New York Stock Exchange. Also effective February 2, 2005, the Board appointed Mr. Switzer to serve on the Audit Committee and identified Mr. Switzer as an additional audit committee financial expert as defined by SEC rules. A copy of the press release announcing Mr. Switzer's appointment is attached as Exhibit 99.1 and is incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description |
|-------------|--------------------------------------|
| 99.1 | Press release dated February 2, 2005 |

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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 7, 2005

By: /s/Patrick S. Lancaster
Patrick S. Lancaster
Vice President, Chief Administrative
Officer
& Secretary

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| 99.1 | Press release dated February 2, 2005 |