

TRIMAS CORP  
Form 8-K  
November 04, 2010

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

OMB APPROVAL  
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**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) **November 1, 2010**

**TRIMAS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-10716**  
(Commission  
File Number)

**38-2687639**  
(IRS Employer  
Identification No.)

**39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan**  
(Address of principal executive offices)

**48304**  
(Zip Code)

Registrant's telephone number, including area code **(248) 631-5400**

**Not Applicable**

(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o 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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**Item 1.01 Entry into a Material Definitive Agreement.**

On November 1, 2010, TriMas Corporation (the Corporation ), entered into an Underwriting Agreement (the Underwriting Agreement ), by and among the Corporation, Heartland Industrial Associates, L.L.C. ( Heartland ) and Goldman, Sachs & Co. (as Underwriter ), related to the sale by Heartland of an aggregate of 3,000,000 shares of the Corporation s common stock (the Offering ). The Offering is being made pursuant to the Corporation s Registration Statement on Form S-3 (Registration No. 333-165219), which was previously filed with the Securities and Exchange Commission. The Corporation will not receive any of the proceeds from the sale of the shares of the Corporation s common stock by Heartland.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. The above description is qualified in its entirety by reference to such exhibit.

**Item 8.01 Other Events.**

On November 1, 2010, the Corporation announced that Heartland agreed to sell 3,000,000 shares of the Corporation s common stock to Goldman, Sachs & Co. The Corporation will not receive any of the proceeds from the sale of the shares of the Corporation s common stock by Heartland.

The information furnished pursuant to this Item 8.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Corporation under the Securities Act of 1933 or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are furnished or filed, as applicable, herewith:

| <b>Exhibit No.</b> | <b>Description</b>                   |
|--------------------|--------------------------------------|
| 1.1                | Underwriting Agreement               |
| 99.1               | Press Release dated November 1, 2010 |

**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.

TRIMAS CORPORATION

Date: November 4, 2010

By: /s/ Joshua A. Sherbin  
Name: Joshua A. Sherbin  
Title: Vice President, General Counsel and Secretary