

TRIMAS CORP
Form 8-K
April 27, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) **April 20, 2011**

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)

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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))
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Item 1.01 Entry into a Material Definitive Agreement.

TriMas Corporation (the Corporation) entered into an Underwriting Agreement (the Underwriting Agreement) dated as of April 19, 2011 by and among the Corporation, Heartland Industrial Associates, L.L.C. (Heartland) and Deutsche Bank Securities Inc. (as Underwriter), related to the sale by Heartland of an aggregate of 4,500,000 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. 333-172525), 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.

The Corporation issued a press release (the Launch Press Release) dated as of April 19, 2011 announcing that Heartland agreed to sell 4,000,000 shares of the Corporation s common stock to Deutsche Bank Securities Inc. The Corporation will not receive any of the proceeds from the sale of the shares of the Corporation s common stock by Heartland and the total number of the outstanding shares of the Corporation s common stock will not change as a result of this offering.

The Corporation issued a press release (the Pricing Press Release) dated as of April 20, 2011 announcing that it had priced the offering and had increased the size of the offering by Heartland to sell 4,500,000 shares of the Corporation s common stock to Deutsche Bank Securities Inc., which represented an upsizing of 500,000 shares from the amount of shares announced in the Launch Press Release.

The information furnished pursuant to this Item 8.01, including Exhibits 99.1 and 99.2, 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:

| Exhibit No. | Description |
|-------------|------------------------------------|
| 1.1 | Underwriting Agreement |
| 99.1 | Press Release dated April 19, 2011 |

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: April 26, 2011

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

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