

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
Form SC 13G/A  
February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

American Axle & Manufacturing Holdings, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

024061103  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 024061103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Polak

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,873,922

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,873,922

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,873,922

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%<sup>[1]</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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<sup>[1]</sup> Percent of class is calculated based on 111,701,601 shares of Common Stock issued and outstanding as of October 30, 2018 as reported in the issuer's Form 10-Q filed on November 2, 2018, and 637,600 additional shares of Common Stock issuable upon the exercise of options to purchase shares of Common Stock and deemed outstanding for purposes of calculating the Reporting Person's beneficial ownership.

CUSIP No. 024061103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Anchor Bolt Capital, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,873,922

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,873,922

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,873,922

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%<sup>[2]</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, PN

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<sup>[2]</sup> Percent of class is calculated based on 111,701,601 shares of Common Stock issued and outstanding as of October 30, 2018 as reported in the issuer's Form 10-Q filed on November 2, 2018, and 637,600 additional shares of Common Stock issuable upon the exercise of options to purchase shares of Common Stock and deemed outstanding for purposes of calculating the Reporting Person's beneficial ownership.

CUSIP No. 024061103

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Anchor Bolt Master Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,962,654

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,962,654

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,962,654

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%<sup>[3]</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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<sup>[3]</sup> Percent of class is calculated based on 111,701,601 shares of Common Stock issued and outstanding as of October 30, 2018 as reported in the issuer's Form 10-Q filed on November 2, 2018, and 637,600 additional shares of Common Stock issuable upon the exercise of options to purchase shares of Common Stock and deemed outstanding for purposes of calculating the Reporting Person's beneficial ownership.

CUSIP No. 024061103

Name of Issuer:

Item 1. (a).

American Axle & Manufacturing Holdings, Inc.

Address of issuer's principal executive offices:

(b).

One Dauch Drive  
Detroit, Michigan 48211

Name of person filing:

Item 2. (a).

Robert Polak  
Anchor Bolt Capital, LP

Anchor Bolt Master Fund, LP

(b). Address or principal business office or, if none, residence:

Robert Polak  
444 West Lake Street, Suite 4400  
Chicago, Illinois 60606

Anchor Bolt Capital, LP  
444 West Lake Street, Suite 4400  
Chicago, Illinois 60606

Anchor Bolt Master Fund, LP

c/o Maples Corporate Services Limited

P.O. Box 309, Ugland House

Grand Cayman KY1-1104

Cayman Islands

Citizenship:

(c).

Robert Polak – United States of America  
Anchor Bolt Capital, LP – Delaware

Anchor Bolt Master Fund, LP – Cayman Islands

Title of class of securities:

(d).

Common Stock, par value \$0.01 per share

(e). CUSIP No.:

024061103

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

(a)

Robert Polak – 3,873,922

Anchor Bolt Capital, LP – 3,873,922

Anchor Bolt Master Fund, LP – 2,962,654

(b) Percent of class:

Robert Polak – 3.4%

Anchor Bolt Capital, LP – 3.4%

Anchor Bolt Master Fund, LP – 2.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Robert Polak – 0

Anchor Bolt Capital, LP – 0

Anchor Bolt Master Fund, LP – 0

(ii) Shared power to vote or to direct the vote

Robert Polak – 3,873,922

Anchor Bolt Capital, LP – 3,873,922

Anchor Bolt Master Fund, LP – 2,962,654

(iii) Sole power to dispose or to direct the disposition of

Robert Polak – 0

Anchor Bolt Capital, LP – 0

Anchor Bolt Master Fund, LP – 0

(iv) Shared power to dispose or to direct the disposition of

Robert Polak – 3,873,922

Anchor Bolt Capital, LP – 3,873,922

Anchor Bolt Master Fund, LP – 2,962,654

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

**Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent**  
**7. Holding Company or Control Person.**

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item  
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item  
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item  
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February [14], 2019  
(Date)

/s/ Robert Polak\*  
Name: Robert Polak

Anchor Bolt Capital, LP\*  
By: Anchor Bolt Capital, LLC, its general partner

By: /s/ Robert Polak  
Name: Robert Polak  
Title: Managing Member

Anchor Bolt Master Fund, LP\*  
By: Anchor Bolt GP, LLC, its general partner

By: /s/ Robert Polak  
Name: Robert Polak  
Title: Managing Member

\*Each of the Reporting Persons disclaims beneficial ownership in the shares reported herein except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such

person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Amendment 1 to Schedule 13G dated February [14], 2019 relating to the Common Stock, par value \$0.01 per share of American Axle & Manufacturing Holdings, Inc., shall be filed on behalf of the undersigned.

/s/ Robert Polak  
Robert Polak

Anchor Bolt Capital, LP

By: Anchor Bolt Capital, LLC, its general partner

By: /s/ Robert Polak  
Name: Robert Polak

Title: Managing Member

Anchor Bolt Master Fund, LP  
By: Anchor Bolt GP, LLC, its general partner

By: /s/ Robert Polak  
Name: Robert Polak  
Title: Managing Member



