

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 8-K

May 17, 2006

**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): May 17, 2006
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC
(Exact Name of Registrant as Specified in Its Charter)
Delaware
(State or Other Jurisdiction of Incorporation)**

1-14303

(Commission File Number)

One Dauch Drive, Detroit, Michigan

(Address of Principal Executive Offices)

(313) 758-2000

(Registrant's Telephone Number, Including Area Code)

36-3161171

(IRS Employer Identification No.)

48211-1198

(Zip 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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SECTION 8 Other Events

Item 8.01 Other Events

On May 17, 2006, American Axle & Manufacturing Holdings, Inc., (the Company) issued a press release announcing the Company's determination that holders of Securities are entitled to convert their Securities under the terms of the Indenture dated February 11, 2004 among the Company, American Axle & Manufacturing, Inc. and BNY Midwest Trust Company and paragraph 9 of the Securities providing for conversion upon a credit ratings downgrade. A copy of the press release is attached as Exhibit 99.1 and, other than the forward-looking information contained therein, is hereby filed under the Securities Exchange Act of 1934.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated May 17, 2006.

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: May 17, 2006

By: /s/ Michael K. Simonte

Michael K. Simonte
Vice President Finance & Chief Financial Officer
(also in the capacity of Chief Accounting Officer)

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