

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form S-3

January 03, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 3, 2003  
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

38-3161171  
(IRS Employer  
Identification Number)

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1840 HOLBROOK AVENUE  
DETROIT, MICHIGAN 48212

(313) 974-2000

(Address, including Zip Code, and Telephone Number, including Area Code, of  
Registrant's Principal Executive Offices)

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PATRICK S. LANCASTER  
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.  
1840 HOLBROOK AVENUE  
DETROIT, MICHIGAN 48212  
(313) 974-2000

(Name, Address, including Zip Code, and Telephone Number, including Area Code,  
of Agent for Service)

-----

Copies of all correspondence to:

WILSON S. NEELY  
SIMPSON THACHER & BARTLETT  
425 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
(212) 455-2000

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MAYER, BROWN, ROWE & MAW  
190 SOUTH LASALLE STREET  
CHICAGO, ILLINOIS 60603  
(312) 782-0600

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 other than securities offered only in connection with dividend or reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM AGGREGATE PRICE PER UNIT (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Common stock, par value \$0.01 per share .....	12,585,992	\$ 23.88	\$300,553,489

- As permitted by Rule 429 under the Securities Act of 1933, the prospectus included herein is a combined prospectus which also relates to Registration Statement No. 333-83946 previously filed by American Axle & Manufacturing Holdings, Inc. as to which 1,425,000 shares of common stock, par value \$0.01 per share, remain unsold. The registration fee of \$3,732 associated with such securities was previously paid on March 7 and March 13, 2002. This registration statement shall act, upon effectiveness, as Post-Effective Amendment No. 1 to Registration Statement No. 333-83946.
- Pursuant to Rule 457(c), based on average of high and low price per share of the common stock as reported on the New York Stock Exchange on January 2, 2003 solely for purposes of calculating the registration fee.

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A),

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MAY DETERMINE.

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 3, 2003

PROSPECTUS

14,010,992 SHARES

[AMERICAN AXLE & MANUFACTURING LOGO]

AMERICAN AXLE & MANUFACTURING  
HOLDINGS, INC.

COMMON STOCK

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The selling stockholders identified in this prospectus may offer from time to time all of the shares to be sold in the offering. We are not selling any shares of common stock under this prospectus and will not receive any of the proceeds from the sale of shares by the selling stockholders.

The selling stockholders may sell the shares of common stock described in this prospectus in a number of different ways and at varying prices. We provide more information about how they may sell their shares in the section titled "Plan of Distribution" on page 11.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 5 OF THIS PROSPECTUS.

At the time a particular offer of shares is made, we will, if required, set forth the terms of the offering in a supplement to this prospectus.

The shares trade on the New York Stock Exchange under the symbol "AXL." On January 2, 2003, the last sale price of the shares as reported on the New York Stock Exchange was \$24.13 per share.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus is           , 2003.

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## ----- ABOUT THIS PROSPECTUS

You should rely on the information incorporated by reference or contained in this prospectus or any supplement. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus or any supplement. The selling stockholders are offering their 14,010,992 shares of common stock. The selling stockholders will not make an offer of the shares of common stock in any state where the offer is not permitted. We will not receive any proceeds from the sale of shares by the selling stockholders. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock.

This preliminary prospectus is subject to completion prior to this offering. Among other things, this preliminary prospectus describes our company as we currently exist.

As used in this prospectus, except as otherwise indicated, references to "AAM," "the company," "we," "our" or "us" mean American Axle & Manufacturing Holdings, Inc. and its subsidiaries and predecessors, collectively.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION

This prospectus is part of a registration statement filed with the SEC. The registration statement contains additional information and exhibits not included in this prospectus and refers to documents that are filed as exhibits to other SEC filings. We also file annual, quarterly and current reports, proxy statements and other information with the SEC.

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You can call the SEC's toll-free number at 1-800-SEC-0330 for further information. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding companies like ours that file with the SEC electronically. The documents can be found by searching the EDGAR archives at the SEC's website or can be inspected and copied at the Public Reference Section of the SEC located at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Our SEC filings, and other information about us, may also be obtained from our website at [www.aam.com](http://www.aam.com), although information on our website does not constitute a part of this prospectus.

We have elected to "incorporate by reference" certain information into this prospectus, which means we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus.

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We incorporate by reference:

- o Our annual report on Form 10-K for the fiscal year ended December 31, 2001 filed with the SEC on March 29, 2002, including the information specifically incorporated by reference into our Form 10-K from our Proxy Statement for our 2002 Annual Meeting of Shareholders, also filed with the SEC on March 29, 2002;
- o Our quarterly report on Form 10-Q for the quarter ended September 30, 2002 filed with the SEC on November 12, 2002 and our amendment to our quarterly report for the quarter ended September 30, 2002 filed with the SEC on November 20, 2002;
- o Our quarterly report on Form 10-Q for the quarter ended June 30, 2002 filed with the SEC on August 2, 2002;
- o Our quarterly report on Form 10-Q for the quarter ended March 31, 2002 filed with the SEC on May 15, 2002;
- o Our current reports on Form 8-K filed with the SEC on March 12, 2002 and August 2, 2002; and
- o The description of our common stock contained in our registration statement on Form S-1/A filed with the SEC on January 28, 1999, including any amendments or reports filed for the purpose of updating such description.

We are also incorporating by reference all other reports that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus and the date of the completion of any offering made pursuant to this prospectus. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement that is modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may obtain copies of these documents from us without charge by writing or telephoning us at:

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American Axle & Manufacturing Holdings, Inc.  
 Attention: Investor Relations  
 1840 Holbrook Avenue  
 Detroit, Michigan 48212-3488  
 Telephone Number: (313) 974-2073

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## SELECTED CONSOLIDATED FINANCIAL DATA

The selected consolidated financial data for each of the years ended December 31, 2001, 2000, 1999, 1998 and 1997 have been derived from our audited consolidated financial statements. The selected consolidated financial data for the nine months ended September 30, 2002 and 2001 have been derived from our unaudited consolidated financial statements and include all adjustments we consider necessary for a fair presentation. This data should be read in conjunction with the consolidated financial statements and related notes incorporated by reference in this prospectus. See "Where You Can Find More Information."

	NINE MONTHS ENDED SEPTEMBER 30,		YEAR ENDED DE		
	2002	2001	2001	2000	1999
(In millions, except per share data)					
STATEMENTS OF INCOME DATA:					
Net sales .....	\$ 2,569.2	\$ 2,315.6	\$ 3,107.2	\$ 3,069.5	\$ 2,953.0
Net income .....	\$ 123.9	\$ 83.5	\$ 114.9	\$ 129.2	\$ 115.0
Diluted earnings per share .....	\$ 2.39	\$ 1.74	\$ 2.36	\$ 2.60	\$ 2.50
BALANCE SHEET DATA:					
Total assets .....	\$ 2,406.4	\$ 2,120.2	\$ 2,160.9	\$ 1,902.5	\$ 1,673.0
Total long-term debt .....	\$ 823.0	\$ 927.5	\$ 878.2	\$ 817.1	\$ 774.0

We adopted FASB Statement No. 142, "Goodwill and Other Intangible Assets," on January 1, 2002. Under FASB Statement No. 142, we no longer amortize goodwill. Instead, we will periodically evaluate goodwill and any other acquired intangible assets for impairment.

The following sets forth a reconciliation of net income and earnings per share information for the years ended December 31, 2001, 2000, and 1999 as if the non-amortization provisions of FASB Statement No. 142 had been applied.

YEAR ENDED DECEMBER 31,		
2001	2000	1999
(In millions, except per share data)		

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Reported net income .....	\$ 114.9	\$ 129.2	\$ 115.6
Add: Goodwill amortization, net of tax .....	2.5	2.7	2.1
	-----	-----	-----
Adjusted net income .....	\$ 117.4	\$ 131.9	\$ 117.7
	=====	=====	=====
Basic earnings per share, as reported .....	\$ 2.55	\$ 2.79	\$ 2.87
	=====	=====	=====
Basic earnings per share, as adjusted .....	\$ 2.60	\$ 2.85	\$ 2.92
	=====	=====	=====
Diluted earnings per share, as reported .....	\$ 2.36	\$ 2.60	\$ 2.34
	=====	=====	=====
Diluted earnings per share, as adjusted .....	\$ 2.41	\$ 2.65	\$ 2.38
	=====	=====	=====

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### RISK FACTORS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The terms "expect", "anticipate", "intend", "project" and similar words or expressions are intended to identify forward-looking statements. These statements speak only as of the date of this prospectus. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, certain of which are described below. It is not possible to foresee or identify all such factors. We make no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

OUR OPERATIONS ARE LINKED TO DOMESTIC AUTOMOTIVE PRODUCTION, AND A DECREASE IN CONSUMER DEMAND, TIGHTER GOVERNMENT REGULATIONS OR INCREASED COSTS COULD NEGATIVELY IMPACT OUR OPERATIONS.

Our operations are cyclical because they are directly related to domestic automotive production, which is itself cyclical and dependent on general economic conditions and other factors. Sales of axles and related driveline components for light trucks and sport-utility vehicles, or "SUVs", constituted approximately 91% of our sales for the nine months ended September 30, 2002 and approximately 90% of our sales in 2001. There can be no assurance that positive trends in sales of these vehicles, or that the increasing penetration of four-wheel drives/all-wheel drives, or "4WD/AWDs", as a percentage of these vehicles, will continue. A decrease in consumer demand for the models that generate the most sales for us, our failure to obtain sales orders for new or redesigned models or pricing pressure from our customers or competitors could have a material adverse effect on our business. Disruptions in the availability of fuel or government regulations, including those relating to Corporate Average Fuel Economy regulations, could impact vehicle mix and volume, which could also adversely affect the demand for our existing products.

The prices of the raw materials needed for our products may increase due to competitive factors or government regulations and we may be unable to pass these raw material price increases to our customers. In addition, we sell most of our products under long-term contracts with prices established at the time the contracts were entered into. There is substantial and continuing pressure from our key customers, the major automotive companies, to reduce the number of outside suppliers and reduce costs. We believe that our ability to control

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costs, achieve productivity improvements and develop new products will be essential to remain competitive. There can be no assurance that we will be able to improve or maintain our profitability on product sales.

THE LOSS OF, OR A SIGNIFICANT REDUCTION IN, PURCHASES OF OUR PRODUCTS BY GM COULD ADVERSELY AFFECT OUR BUSINESS.

We are the principal supplier of driveline components to General Motors Corporation ("GM") for its rear-wheel drive, or "RWD", light trucks and SUVs manufactured in North America, supplying substantially all of GM's rear axle and front 4WD/AWD axle requirements for these vehicle platforms. We sell products to GM under lifetime program contracts, or "LPCs", which have terms equal to the lives of the relevant vehicle programs or their respective derivatives of typically 6 to 12 years. The LPCs establish pricing for products sold to GM and require us to remain competitive with respect to technology, design and quality. Substantially all of our sales to GM are made pursuant to the LPCs. Sales to GM were approximately 87% of our total sales for the first three quarters of 2002, 87% of our total sales in 2001, 85% in 2000 and 86% in 1999. We will have to compete for future GM business upon the termination of the LPCs or our component supply agreement, or "CSA", with GM. There can be no assurance that we will remain competitive with respect to technology, design and quality to GM's reasonable satisfaction. Pricing negotiated with GM in future agreements may be more or less favorable than the LPCs and other currently applicable agreements. If we lose any significant portion of our sales to GM, or if GM significantly reduces its production of light trucks or SUVs, it would have a material adverse effect on our results of operations and financial condition. Disputes arising from any current or future agreements between us and GM could have a material adverse impact on our relations and our results of operations or financial condition.

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FUTURE WORK STOPPAGES AT GM OR DAIMLERCHRYSLER COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION, RESULTS OF OPERATIONS AND THE CONDUCT OF OUR BUSINESS.

Because GM accounts for approximately 87% of our sales, future work stoppages at GM could materially and adversely affect our financial condition, results of operations and the conduct of our business. Over the past five years, there have been labor strikes against GM which have resulted in work stoppages at GM. We estimate that the work stoppage at GM during June and July of 1998 resulted in lost sales to us of approximately \$188 million and lost operating income (including related start-up inefficiencies in our operations in August 1998) of approximately \$71.2 million. We also estimate that work stoppages at GM resulted in lost sales to us of approximately \$95 million in 1996 and \$60 million in 1997. In addition, DaimlerChrysler is expected to account for approximately 4% of our sales in year 2002 and represents a significant portion of our non-GM business that could also be adversely affected by future work stoppages.

OUR BUSINESS COULD BE NEGATIVELY IMPACTED IF WE FAIL TO MAINTAIN SATISFACTORY LABOR RELATIONS.

Although we believe our relations with our unions are positive, there can be no assurance that future issues with our labor unions will be resolved favorably or that we will not experience a work stoppage which could adversely affect our business. Since we commenced operations in 1994, we have not experienced any strikes. Our current national collective bargaining agreement with the United Automobile, Aerospace and Agricultural Workers of America, or "UAW", runs through February 25, 2004 and our collective bargaining agreement with the International Association of Machinists runs through May 5, 2004.



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Associates at our MSP Industries Corporation, or "MSP", subsidiary and our Colfor Manufacturing Inc., or "Colfor", subsidiary are also represented by the UAW under collective bargaining agreements that expire in 2005. In addition, associates at our Albion Automotive (Holdings) Limited, or "Albion", subsidiary in Scotland are represented by labor unions under various collective bargaining agreements that expire in 2004, certain of which may be terminated upon six-months' notice. Associates at our Guanajuato, Mexico facility, or "Guanajuato Gear & Axle", and our Brazilian majority-owned facility are represented by labor unions that are subject to collective bargaining agreements that expire annually.

BLACKSTONE CURRENTLY HAS SIGNIFICANT INFLUENCE ON ALL STOCKHOLDER VOTES AND MAY HAVE INTERESTS THAT ARE DIFFERENT FROM OTHER OWNERS OF OUR COMMON STOCK.

Upon the sale of all shares offered hereunder, Blackstone Capital Partners II Merchant Banking Fund L.P. and certain of its affiliates would no longer be beneficial holders of our common stock. Blackstone's interest may differ from the interests of other owners of our common stock. Until such time as Blackstone's holdings are significantly reduced, Blackstone will continue to have significant influence on matters submitted to our stockholders, including proposals regarding:

- o any merger, consolidation or sale of all or substantially all of our assets,
- o the election of members of our board of directors and
- o preventing or causing a change of control of our company.

WE HAVE SUBSTANTIAL LEVERAGE, WHICH COULD RESTRICT OUR GROWTH, PLACE US AT A COMPETITIVE DISADVANTAGE OR OTHERWISE IMPAIR OUR ABILITY TO CONDUCT OUR BUSINESS.

Our ability to satisfy our debt obligations will depend on our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, certain of which are beyond our control. We have incurred substantial indebtedness, principally in connection with our recapitalization in 1997. As of September 30, 2002, we had approximately \$823.0 million of outstanding long-term indebtedness under our outstanding senior subordinated notes, our senior secured bank credit facilities, our receivables financing facility and other capital lease and debt obligations. At September 30, 2002, we had approximately \$692.4 million of stockholders' equity.

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The degree to which we are leveraged could have important consequences, including the following:

- o our ability to obtain additional financing in the future for working capital, capital expenditures, research and development, acquisitions or general corporate purposes may be impaired;
- o a substantial portion of our cash flow from operations must be dedicated to the payment of interest on our existing indebtedness, thereby reducing the funds available to us for other purposes;
- o our operations are restricted by the agreements governing our long-term indebtedness which contain certain financial and operating covenants;

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- o indebtedness under our credit facilities is at variable rates of interest, and therefore we are vulnerable to increases in interest rates;
- o all of the indebtedness outstanding under the credit facilities is secured by substantially all of our assets; and
- o our substantial degree of leverage could make us more vulnerable in the event of a downturn in general economic conditions or in our business.

We believe, based on current circumstances, that our cash flow, together with available borrowings under the credit facilities, will be sufficient to permit us to meet our operating expenses and to service our debt requirements. Significant assumptions underlie this belief, including, among other things, that we will succeed in implementing our business and growth strategies and there will be no material adverse developments in our business, liquidity or capital requirements. Past work stoppages at GM have had a significant adverse impact on our results of operations and liquidity and have contributed to an increase in our leverage. Future work stoppages at GM or DaimlerChrysler could have a significant adverse impact on our results of operations and liquidity and could contribute to an increase in our leverage in the future. In addition, the consummation of future acquisitions could also increase our leverage.

WE ARE SUBJECT TO RESTRICTIVE COVENANTS IN THE AGREEMENTS GOVERNING OUR INDEBTEDNESS.

The agreements governing our indebtedness include certain covenants that restrict, among other things:

- o the incurrence of additional indebtedness, certain convertible or mandatorily redeemable securities and preferred stock;
- o the payment of dividends on, and redemption of, capital stock and the redemption of indebtedness that is subordinate in right of payment to our senior subordinated notes;
- o certain other restricted payments;
- o certain sales of assets;
- o certain transactions with affiliates;
- o the creation of certain liens; and
- o consolidations, mergers, and transfers of all or substantially all of our assets.

The debt agreements also contain other and more restrictive covenants and prohibit us from prepaying certain indebtedness. The debt agreements also require us to comply with financial covenants relating to interest coverage, leverage, retained earnings and capital expenditures. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and there can be no assurance that we will meet those tests. A breach of any of these covenants, ratios or tests could result in default under our debt agreements.

We are currently in compliance with the covenants and restrictions contained in our debt agreements. However, our ability to continue to comply may be affected by events beyond our

control, including prevailing economic, financial and industry conditions. In addition, upon the occurrence of an event of default under the debt agreements, the lenders could elect to declare all amounts outstanding under the debt agreements, together with accrued interest, to be immediately due and payable. If we were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure that indebtedness.

WE AND OUR CUSTOMERS MAY NOT BE ABLE TO TIMELY OR SUCCESSFULLY LAUNCH NEW PRODUCT PROGRAMS.

Our customers are preparing to launch new product programs for which we will supply newly developed axles and other driveline components. Certain of these program launches will require substantial capital investments by us.

Although we do not currently anticipate any problems completing such new product program launch activities in time for the start of production, there can be no assurance that we will be able to install and certify the equipment needed to produce products for these new product programs in time for the start of production. There can be no assurance that the transitioning of our manufacturing facilities and resources to full production under these new product programs, or any other future product programs, will not impact production rates or other operational efficiency measures at our facilities. In addition, there can be no assurance that our customers will execute the launch of these product programs, or any additional future product program for which we will supply products, on schedule.

WE FACE SUBSTANTIAL COMPETITION AND OUR COMPETITORS MAY HAVE SUPERIOR RESOURCES, WHICH COULD PLACE US AT A COMPETITIVE DISADVANTAGE.

The original equipment manufacturer supply industry is highly competitive with a number of other manufacturers that produce competitive products. Quality, delivery and price, as well as technological innovation, are the primary elements of competition. There can be no assurance that our products will compete successfully with those of our competitors. These competitors include driveline component manufacturing facilities of existing original equipment manufacturers, as well as independent domestic and international suppliers. Certain competitors are more diversified and have greater access to financial resources. There can be no assurance that our business will not be adversely affected by increased competition, or that we will be able to maintain our profitability, if the competitive environment changes.

OUR ABILITY TO OPERATE EFFECTIVELY COULD BE IMPAIRED IF WE LOSE KEY PERSONNEL OR FAIL TO ATTRACT AND RETAIN ASSOCIATES.

Our success will depend, in part, on the efforts of our executive officers and other key associates, including Richard E. Dauch, Co-Founder, Chairman of the Board and Chief Executive Officer. In addition, our future success will depend on, among other factors, our ability to continue to attract and retain qualified personnel. We do not have employment agreements with any of our associates other than Mr. Dauch and Alan L. Shaffer, Senior Vice President -- Sales, Marketing and Strategic Planning. We do not have "key man" life insurance on any of our associates other than Mr. Dauch. The loss of the services of key associates or the failure to attract or retain associates could have a material adverse effect on our financial condition and results of operations.

WE ARE SUBJECT TO RISKS AND COSTS ASSOCIATED WITH NON-COMPLIANCE WITH ENVIRONMENTAL REGULATIONS.

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Our operations are subject to federal, state, local and foreign laws and regulations governing, among other things, emissions to air, discharge to waters and the generation, handling, storage, transportation, treatment and disposal of waste and other materials. We believe that our operations and facilities have been and are being operated in compliance, in all material respects, with applicable environmental and health and safety laws and regulations, many of which provide for substantial fines and criminal sanctions for violations. The operation of automotive parts manufacturing plants entails risks in these areas, however, and there can be no assurance that we will not incur material costs or liabilities. In addition, potentially significant expenditures could be required in order to comply with evolving environmental and health and safety laws, regulations or requirements that may be adopted or imposed in the future.

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WE DEPEND ON A LIMITED NUMBER OF SUPPLIERS FOR SOME KEY COMPONENTS AND MATERIALS IN OUR PRODUCTS, WHICH MAKES US SUSCEPTIBLE TO SUPPLY SHORTAGES OR PRICE FLUCTUATIONS THAT COULD ADVERSELY AFFECT OUR BUSINESS.

We have initiated a policy of strengthening our supplier relationships by concentrating our productive material purchases with a limited number of suppliers. We believe that this policy contributes to quality and cost control and increases our suppliers' commitments to us. We rely upon, and expect to continue to rely upon, single source suppliers for certain critical components that are not readily available in sufficient volume from other sources. There can be no assurance that the suppliers of these productive materials will be able to meet our future needs on a timely basis, or be willing to continue to be suppliers to us, or that a disruption in a supplier's business would not disrupt the supply of productive materials that could not easily be replaced.

OUR INTERNATIONAL OPERATIONS ARE EXPOSED TO VARIOUS RISKS WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

We have operating facilities and conduct a significant portion of our business outside of the United States, including Mexico, Brazil and the United Kingdom, and may in the future expand into additional markets. Our international operations expose us to risks from changes in the political, economic and financial environments in other countries, including fluctuations in exchange rates, political instability (including hostilities) in the major markets where we procure materials, components, and supplies for the production of our principal products or where our products are produced, distributed or sold, changes in foreign laws and regulations and in trade policies, import and export restrictions and tariffs, taxes and exchange controls. Any one of these factors could have an adverse effect on our continuity of business, results of operations and financial condition. In addition, our consolidated financial results are denominated in U.S. dollars and require translation adjustments for purposes of reporting results from, and the financial condition of, our non-U.S. operations. Such adjustments may be significant from time to time.

OUR CERTIFICATE OF INCORPORATION AND BYLAWS AND DELAWARE LAW INCLUDE PROVISIONS THAT MAY DISCOURAGE A TAKEOVER ATTEMPT.

Certain provisions of our certificate of incorporation and bylaws and Delaware law may make any acquisition of control of us in a transaction that is not approved by our board of directors more difficult or expensive.

THE PRICE OF OUR STOCK IS SUBJECT TO VOLATILITY, WHICH MAY MAKE IT MORE DIFFICULT TO REALIZE A GAIN ON YOUR INVESTMENT IN OUR COMMON STOCK.

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Various factors, such as general economic conditions and changes or volatility in the financial markets, announcements or significant developments with respect to the automotive industry, actual or anticipated variations in our quarterly or annual financial results, the introduction of new products or technologies by us or competitors, changes in other conditions or trends in our industry or in the markets of any of our significant customers, changes in governmental regulation or changes in securities analysts' estimates of our future performance or that of our competitors or our industry, could cause the market price of our common stock to fluctuate substantially.

OUR STOCK PRICE MAY BE AFFECTED IF ADDITIONAL SHARES ARE SOLD.

Future sales of substantial amounts of shares of our common stock in the public market could adversely affect prevailing market prices and the price of our common stock and could impair our ability to raise capital through future sales of our equity securities. Apart from any shares subject to lock-up agreements, all of the shares sold in this offering will be freely tradeable without restriction under the Securities Act, unless purchased by our affiliates.

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### USE OF PROCEEDS

All net proceeds from the sale of the shares of our common stock offered in this prospectus will go to the selling stockholders. We will not be selling shares or receiving proceeds from this offering.

### PRICE RANGE OF COMMON STOCK

Our common stock has been trading publicly on the New York Stock Exchange under the symbol "AXL" since January 29, 1999. The table below sets forth the range of quarterly high and low closing sales prices for our common stock on the New York Stock Exchange during the calendar quarters indicated.

	HIGH	LOW
	-----	-----
2001		
First Quarter .....	\$11.55	\$ 7.75
Second Quarter .....	17.00	8.85
Third Quarter .....	22.25	10.03
Fourth Quarter .....	21.79	12.06
2002		
First Quarter .....	\$30.05	\$20.26
Second Quarter .....	36.19	25.95
Third Quarter .....	31.00	21.00
Fourth Quarter .....	24.86	20.45
2003		
First Quarter (through January 2, 2003) .....	24.13	24.13

On January 2, 2003, the closing sale price of our common stock as reported by the New York Stock Exchange was \$24.13 per share. As of December 31, 2002, there were approximately 474 stockholders of record of our common stock.

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## DIVIDEND POLICY

We have not paid any dividends since our recapitalization in 1997. We currently intend to retain any earnings for use in our business and do not anticipate paying any cash dividends in the foreseeable future. In addition, our bank credit facilities and senior subordinated notes restrict us from paying cash dividends on shares of our capital stock.

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## SELLING STOCKHOLDERS

The table below sets forth, as of December 31, 2002, certain information with respect to the beneficial ownership of our common stock by the selling stockholders. Unless otherwise indicated, we believe that the beneficial owner has sole voting and investment power over such shares. We are parties to a stockholders' agreement with Blackstone, Mr. Dauch and certain other stockholders that provides for certain tag-along and drag-along rights, the operation of which could result in a change of control of our company. Percentage ownership in the table below assumes the exercise of options to purchase 3,973,299 shares that were granted prior to our initial public offering and that are currently exercisable or will become exercisable within 60 days from the date hereof, which shares are included in the calculations below. The table below also assumes that all shares of common stock covered by this prospectus are sold in the offering.

NAME OF BENEFICIAL OWNER	NUMBER OF SHARES CURRENTLY OWNED	PERCENTAGE OF TOTAL VOTING POWER PRIOR TO OFFERING	NUMBER OF SHARES TO BE SOLD	NUMBER OF SHARES TO BE OWNED AFTER OFFERING	PERCENTAGE TOTAL VOTING POWER AFTER OFFERING
Blackstone (1) .....	14,010,992	26.1%	14,010,992	0	0%

(1) 14,010,992 shares, or 26.1% (before the offering), of the outstanding shares are held collectively by Blackstone Capital Partners II Merchant Banking Fund L.P., Blackstone Offshore Capital Partners II L.P. and Blackstone Family Investment Partnership II L.P. (collectively, "Blackstone"). Blackstone Management Associates II L.L.C. ("BMA") is the general partner of each of such entities. BMA's business address is 345 Park Avenue, 31st Floor, New York, New York 10154. Messrs. Robert L. Friedman, Richard C. Lappin and Bret D. Pearlman who are on our Board of Directors are each members of BMA, which has investment and voting control over the shares owned by Blackstone. Each of such persons disclaims beneficial ownership of such shares. Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of BMA and as such may be deemed to share beneficial ownership of the shares owned by Blackstone.

## TRANSACTIONS WITH SELLING STOCKHOLDERS

In connection with a leveraged recapitalization transaction in 1997 through which Blackstone acquired a majority ownership interest, we entered into an agreement, which was amended in 2001, pursuant to which Blackstone

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provides certain advisory and consulting services to us. We incurred costs of \$1.5 million for the nine months ended September 30, 2002 and, \$4.0 million, \$4.6 million and \$4.0 million for such services provided by Blackstone in 2001, 2000 and 1999, respectively.

### PLAN OF DISTRIBUTION

We are registering the shares of our common stock on behalf of the selling stockholders. The selling stockholders may offer their shares of our common stock at various times in one or more of the following transactions (which may include block transactions):

- o on the New York Stock Exchange,
- o in private transactions other than on the New York Stock Exchange,
- o to one or more underwriters for public offering and sale by them, or
- o in a combination of any of the other three transactions listed here.

The selling stockholders may sell their shares at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices.

The selling stockholders may use broker-dealers to sell their shares. If this happens, broker-dealers will either receive discounts or commissions from the selling stockholders, or they will receive commissions from purchasers of shares for whom they acted as agents (which discounts or commissions from the selling stockholders or such purchasers will not exceed those customary in the type of transactions involved). Any broker-dealers that participate with the selling stockholders in the

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distribution of the common stock may be deemed to be "underwriters" within the meaning of the Securities Act of 1933, and any commissions or discounts received by such broker-dealers and any profit on the resale of the common stock by such broker-dealers might be deemed to be underwriting discounts and commissions under such act.

Upon being notified by the selling stockholders that any material arrangement has been entered into with a broker or dealer for the sale of the common stock through a secondary distribution, or a purchase by a broker or dealer, a supplemented prospectus will be filed, if required, pursuant to Rule 424(b) under the Securities Act of 1933, disclosing:

- o the names of such broker-dealers;
- o the number of shares involved;
- o the price at which such shares are being sold;
- o the commission paid or the discounts or concessions allowed to such broker-dealer;
- o where applicable, that such broker-dealers did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, as supplemented; and
- o other facts material to the transaction.

If the shares are sold through one or more underwriters, any underwriting compensation paid to underwriters or agents in connection with the sale and any discounts, concessions or commissions allowed by underwriters to participating dealers will be set forth in the applicable prospectus supplement. The offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

The selling stockholders also may sell all or a portion of their shares in open market transactions in reliance upon Rule 144 under the Securities Act, provided they meet the criteria and conform to the requirements of that rule.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed on for us by Simpson Thacher & Bartlett, New York, New York. Certain legal matters will be passed upon for the underwriters, if any, by Mayer, Brown, Rowe & Maw, Chicago, Illinois.

EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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14,010,992 SHARES

[AMERICAN AXLE & MANUFACTURING LOGO]

AMERICAN AXLE & MANUFACTURING

HOLDINGS, INC.

COMMON STOCK

-----  
PROSPECTUS  
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PART II



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## INFORMATION NOT REQUIRED IN PROSPECTUS

### ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the fees and expenses in connection with the issuance and distribution of the securities being registered hereunder. Except for the SEC registration fee, all amounts are estimates.

SEC registration fee .....	\$ 27,692
Accounting fees and expenses* .....	69,000
Legal fees and expenses* .....	150,000
Blue Sky fees and expenses (including counsel fees)* .....	5,000
Printing and engraving expenses* .....	65,000
Transfer agent's and registrar's fees and expenses* .....	6,000
Miscellaneous Expenses* .....	127,308
	-----
Total .....	\$450,000
	=====

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\* Estimated

### ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Law") authorizes the registrant to indemnify the officers and directors of the Company, under certain circumstances and subject to certain conditions and limitations as stated therein, against all expenses and liabilities incurred by or imposed upon them as a result of actions, suits and proceedings, civil or criminal, brought against them as such officers and directors if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Reference is hereby made to Article VI of the registrant's certificate of incorporation, a copy of which is filed as Exhibit 3.01, which provides for indemnification of officers and directors of the registrant to the full extent authorized by Section 145 of the Delaware Law. Article VI, Section (1) of the certificate of incorporation authorizes the registrant to purchase and maintain insurance on behalf of any officer, director, employee, trustee or agent of the registrant or its subsidiaries against any liability asserted against or incurred by them in such capacity or arising out of their status as such, whether or not the registrant would have the power to indemnify such officer, director, employee, trustee or agent against such liability under the provisions of such Article or Delaware law.

The registrant maintains a directors' and officers' insurance policy which insures the officers and directors of the Registrant from any claim arising out of an alleged wrongful act by such persons in their respective capacities as officers and directors of the Registrant.

Section 102(b)(7) of the Delaware Law permits corporations to eliminate or limit the personal liability of a director to the corporation or its

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stockholders for monetary damages for breach of a fiduciary duty of care as a director. Reference is made to Article VI of the registrant's certificate of incorporation, a copy of which is filed as Exhibit 3.01, which limits a director's liability in accordance with such Section.

Reference is made to Section 6 of the purchase agreement, a copy of which is filed as Exhibit 1.01, for information concerning indemnification arrangements among the registrant, the selling stockholders and the underwriters.

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### ITEM 16. EXHIBITS

The following exhibits are filed herewith unless otherwise indicated.

NUMBER	DESCRIPTION OF EXHIBIT
*1.01	Form of Purchase Agreement
2.01	Agreement and Plan of Merger, dated January 22, 1999, between the Company and American Axle & Manufacturing, Inc. ("AAM, Inc.") (Incorporated by reference to Exhibit 2.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.01	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
3.02	Bylaws (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(a)	Specimen Stock Certificate (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
4.01(b)	Indenture, dated as of March 5, 1999, among American Axle & Manufacturing, Inc., issuer, American Axle & Manufacturing Holdings, Inc., as guarantor, and IBJ White Bank & Trust Company, as trustee (Incorporated by reference to Exhibit 4.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))
4.02	Form of 9.75% Senior Subordinated Note due 2009 (Incorporated by reference to Exhibit 4.02 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))
4.03	Exchange and Registration Rights Agreement, dated March 5, 1999, among AAM Inc., Chase Securities, Inc., Donaldson Lufkin & Jenrette Securities Corporation and Morgan Stanley & Co. Incorporated (Incorporated by reference to Exhibit 4.03 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-4 (Registration No. 333-76605))
*5.01	Opinion of Simpson Thacher & Bartlett as to the legality of the Common Stock being registered
*23.01	Consent of Simpson Thacher & Bartlett (contained in Exhibit 5.01)
*23.02	Consent of Deloitte & Touche LLP
24.01	Powers of Attorney (included on pages II-4 and II-5)

(All other exhibits are not applicable.)

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\* Filed herewith.

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ITEM 17. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement (other than as provided in the proviso and instructions to Item 512(a) of Regulation S-K) (i) any prospectus required by Section 10(a)(3) of the Securities Act; to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offerings of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) It will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant also hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby further undertakes that for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was

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declared effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Detroit, State of Michigan, on the 3rd day of January, 2003.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

BY: /s/ Patrick S. Lancaster

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Patrick S. Lancaster  
Group Vice President, Chief Administrative  
Officer  
and Secretary

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard E. Dauch or Patrick S. Lancaster, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the registration statement, any and all amendments to the registration statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on the 3rd day of January, 2003.

SIGNATURE -----	TITLE -----	DATE -----
By: /s/ Richard E. Dauch ----- Richard E. Dauch	Co-Founder, Chairman of the Board of Directors and Chief Executive Officer	January 3, 2003
By: /s/ Robin J. Adams ----- Robin J. Adams	Executive Vice President -- Finance and Chief Financial Officer (Chief Accounting Officer) Director	January 3, 2003
By: /s/ Forest J. Farmer		January 3, 2003

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-----  
Forest J. Farmer

By: /s/ Robert L. Friedman      Director      January 3, 2003  
-----  
Robert L. Friedman

By: /s/ Richard C. Lappin      Director      January 3, 2003  
-----  
Richard C. Lappin

By: /s/ B.G. Mathis      Director      January 3, 2003  
-----  
B.G. Mathis

By: /s/ Larry W. McCurdy      Director      January 3, 2003  
-----  
Larry W. McCurdy

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SIGNATURE -----	TITLE -----	DATE -----
By: /s/ Bret D. Pearlman ----- Bret D. Pearlman	Director	January 3, 2003
By: /s/ John P. Reilly ----- John P. Reilly	Director	January 3, 2003
By: /s/ Thomas K. Walker ----- Thomas K. Walker	Director	January 3, 2003

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EXHIBIT INDEX

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- 3.02 Bylaws (Incorporated by reference to Exhibit 3.01 filed with American Axle & Manufacturing Holdings, Inc. Registration Statement on Form S-1 (Registration No. 333-53491))
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(All other exhibits are not applicable.)

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