

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form SC 13G/A
February 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4) *

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 Par Value

(Title of Class of Securities)

024061103

(CUSIP Number)

December 31, 2013

(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)

*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 DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON 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 (THE "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).

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CUSIP NO. 024061103

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

Bay Resource Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

NONE

6 SHARED VOTING POWER

547,000

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

547,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

547,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

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CUSIP NO. 024061103

| | |
|--|--|
| ----- | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Bay II Resource Partners, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| ----- | |
| | 5 SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | NONE |
| | ----- |
| | 6 SHARED VOTING POWER |
| | 744,500 |
| | ----- |
| | 7 SOLE DISPOSITIVE POWER |
| | NONE |
| | ----- |
| | 8 SHARED DISPOSITIVE POWER |
| | 744,500 |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 744,500 |
| ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (SEE INSTRUCTIONS) |
| ----- | |
| 11 | PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.0% |
| ----- | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN |
| ----- | |

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| | |
|---------------------|--|
| ----- | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Bay Resource Partners Offshore Master Fund, L.P. |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Cayman Islands |
| ----- | |
| | 5 SOLE VOTING POWER |
| NUMBER OF SHARES | NONE |
| BENEFICIALLY | ----- |
| OWNED BY | 6 SHARED VOTING POWER |
| EACH | |
| REPORTING | 1,850,900 |
| PERSON | ----- |
| WITH | 7 SOLE DISPOSITIVE POWER |
| | NONE |
| | ----- |
| | 8 SHARED DISPOSITIVE POWER |
| | 1,850,900 |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 1,850,900 |
| ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (SEE INSTRUCTIONS) |
| ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.5% |
| ----- | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) |
| | PN |
| ----- | |

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| | |
|-------|----------------------------|
| ----- | |
| 1 | NAMES OF REPORTING PERSONS |

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

GMT Capital Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Georgia

5 SOLE VOTING POWER

NUMBER OF
SHARES

NONE

BENEFICIALLY

OWNED BY

6 SHARED VOTING POWER

EACH

3,274,900

REPORTING

PERSON

7 SOLE DISPOSITIVE POWER

WITH

NONE

8 SHARED DISPOSITIVE POWER

3,274,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,274,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

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CUSIP NO. 024061103

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

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Thomas E. Clausus

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

5 SOLE VOTING POWER

NUMBER OF
SHARES 93,800

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER

EACH

REPORTING 3,274,900

PERSON

WITH 7 SOLE DISPOSITIVE POWER

93,800

8 SHARED DISPOSITIVE POWER

3,274,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,368,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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ITEM 1(A) NAME OF ISSUER: American Axle & Manufacturing Holdings, Inc.

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Dauch Drive
Detroit, Michigan 48211-1198

ITEM 2(a) NAME OF PERSON FILING:

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- (i) Bay Resource Partners, L.P. (Bay), with respect to shares of Common Stock directly owned by it.
- (ii) Bay II Resource Partners, L.P. (Bay II), with respect to shares of Common Stock directly owned by it.
- (iii) Bay Resource Partners Offshore Master Fund, L.P. (Offshore Fund) with respect to shares of Common Stock directly owned by it, as the successor to Bay Resource Partners Offshore Fund, Ltd.
- (v) GMT Capital Corp. (GMT Capital) with respect to shares of Common Stock beneficially owned by it.
- (vi) Thomas E. Claugus, (Mr. Claugus), with respect to the shares of Common Stock directly owned by him and directly owned by each of Bay, Bay II, the Offshore Fund, GMT Capital separate client accounts and GMT Exploration.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

- ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:
- The address of the business office of each of the Reporting Persons is 2300 Windy Ridge Parkway, Suite 550 South, Atlanta Georgia 30339
- ITEM 2(c) CITIZENSHIP:
- Bay and Bay II are limited partnerships organized under the laws of the State of Delaware. The Offshore Fund is an exempted limited partnership organized under the laws of the Cayman Islands. GMT Capital is a Georgia corporation. Mr. Claugus is a United States citizen.
- ITEM 2(d) TITLE OF CLASS OF SECURITIES:
- Common Stock, \$0.001 Par Value

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- ITEM 2(e) CUSIP NUMBER: 024061103
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR SS. 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).

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- (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 ss.240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations 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) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP:

This Amendment No. 4 amends and supplements Amendment No. 3 to Schedule 13G filed with the Securities and Exchange Commission (SEC) on May 9, 2012, which amended and supplemented Amendment No. 2 (Amendment No. 2) to Schedule 13G filed with the Securities and Exchange Commission (SEC) on December 28, 2011 which amended and supplemented the Amendment No. 1 to Schedule 13G filed with the SEC on December 2, 2011 which amended and supplemented the Schedule 13G originally filed with the SEC on September 28, 2011 by the Reporting Persons. The aggregate percentage of Shares reported as owned by each Reporting Person is based upon 74,839,567 shares of Common Stock outstanding as of April 25, 2012, as disclosed in the Issuers Form 10-Q filing for the quarterly period ended September 30, 2013, filed with the SEC on November 1, 2013. This Statement is being filed with respect to an aggregate of 3,368,700 shares of Common Stock, resulting in beneficial ownership of Common Stock as follows:

- 1. Bay Resource Partners, L.P.,
 - (a) Amount Beneficially owned: 547,000
 - (b) Percent of Class: 0.7%

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- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 547,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 547,000
- 2. Bay II Resource Partners, L.P.
 - (a) Amount Beneficially owned: 744,500
 - (b) Percent of Class: 1.0%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 744,500
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 744,500

3. Bay Resource Partners Offshore Master Fund, L.P.
 - (a) Amount Beneficially owned: 1,850,900
 - (b) Percent of Class: 2.5%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,850,900
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,850,900
5. GMT Capital Corp.
 - (a) Amount Beneficially owned: 3,274,900
 - (b) Percent of Class: 4.3%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,274,900
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,274,900
6. Thomas E. Claugus
 - (a) Amount Beneficially owned: 3,368,700
 - (b) Percent of Class: 4.5%
 - (c) (i) Sole power to vote or direct the vote: 93,800
 - (ii) Shared power to vote or direct the vote: 3,274,900
 - (iii) Sole power to dispose or direct the disposition: 93,800
 - (iv) Shared power to dispose or direct the disposition: 3,274,900

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

[X] As of the date of this Report, the aggregate beneficial ownership of the Reporting Persons had been reduced to below five percent (5%).

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON. N/A

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP. 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

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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.

SIGNATURE

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

February 17, 2014

/s/ George E. Case, III

George E. Case, III, as Vice
President of GMT Capital Corp.,
for itself and as the general
partner of (i) Bay Resource
Partners, L.P. and (ii) Bay II
Resource Partners, L.P., and
for the investment manager of
(iii) Bay Resource Partners
Offshore Master Fund, L.P. and
(iv) certain other accounts and
for Thomas E. Clausus