

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 8-K
May 06, 2016

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 5, 2016

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

Delaware
(State or Other Jurisdiction of Incorporation)
1-14303 38-3161171

(Commission File Number) (IRS Employer Identification No.)

One Dauch Drive, Detroit, Michigan 48211-1198

(Address of Principal Executive Offices) (Zip Code)

(313) 758-2000
(Registrant's Telephone Number, Including Area 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))

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 5, 2016, American Axle & Manufacturing Holdings, Inc. (AAM) held its annual meeting of stockholders. At the meeting, AAM's stockholders voted on three proposals and cast their votes as follows:

Proposal 1: Election of Directors

The following directors were nominated to serve for three-year terms expiring at the annual meeting of stockholders in 2019. Results of the election are as follows:

	Number of Votes		
Nominee	For	Withheld	Broker Non Votes
Elizabeth A. Chappell	56,992,764	2,060,803	8,486,213
John F. Smith	58,547,160	506,407	8,486,213

Proposal 2: Advisory vote on executive compensation

AAM's stockholders voted to approve, on an advisory basis, the compensation of AAM's named executive officers, by the following vote:

	Number of Votes
For	57,102,305
Against	1,912,331
Abstain	38,931
Broker Non Votes	8,486,213

Proposal 3: Ratification of Appointment of Deloitte & Touche LLP as AAM's independent registered public accounting firm for the year ending December 31, 2016

The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 was approved with the following votes:

	Number of Votes
For	66,909,213
Against	589,776
Abstain	40,741

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.

By: /s/ David E.
 Barnes
 David E.
 Barnes
 General
 Counsel,
 Secretary &
 CCO

Dated:
May
6,
2016
