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

FORM 8-A/A
Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

38-3161171
(I.R.S. Employer Identification No.)

One Dauch Drive
Detroit, Michigan

(Address of principal executive offices)

48211-1198
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Series A Junior Participating
Preferred Stock Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

INTRODUCTORY COMMENT

This Amendment No. 1 amends and supplements the Registration Statement on Form 8-A filed by American Axle & Manufacturing Holdings, Inc. (the "Company") on September 19, 2003, as amended and superseded by the Company by the Form 8-A filed by the Company on October 21, 2003.

Item 1. Description of Registrant's Securities to be Registered.

Item 1 is amended and supplemented by adding the following:

On September 15, 2003, the Company entered into the Rights Agreement (the "Initial Rights Agreement") with EquiServe Trust Company, N.A. The Initial Rights Agreement was subsequently amended and restated on October 3, 2009 in the Amended and Restated Rights Agreement with Computershare Trust Company, N.A. (the "Amended and Restated Rights Agreement"). The Amended and Restated Rights Agreement was itself amended and restated on February 8, 2011 in the Second Amended and Restated Rights Agreement (the "Second Amended and Restated Rights Agreement") with Computershare Trust Company, N.A. The Second Amended and Restated Rights Agreement established the Final Expiration Date (as defined in the Second Amended and Restated Rights Agreement) of the Rights on September 15, 2013. As a result, the Rights expired and the Second Amended and Restated Rights Agreement was effectively terminated as of September 15, 2013.

On July 2, 2020, pursuant to Section 151(g) of the Delaware General Corporation Law, the Company caused a Certificate of Elimination of the Series A Preferred Stock (the "Certificate of Elimination") to be executed and filed with the Secretary of State of the State of Delaware to eliminate the Series A Preferred Stock from the Company's Certificate of Incorporation, as amended, and, thereafter, all one hundred thousand (100,000) shares of Series A Preferred Stock designated resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company. A copy of the Certificate of Elimination is filed as Exhibit 4.4 to this Registration Statement on Form 8-A/A and is incorporated herein by reference.

Item 2. Exhibits

Exhibit No.	Description
4.1	Rights Agreement, dated as of September 15, 2003, between the American Axle & Manufacturing Holdings, Inc. and EquiServe Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Form 8-A filed September 19, 2003 (File No. 000-50396))
4.2	Amended and Restated Rights Agreement, dated as of October 30, 2009, between American Axle & Manufacturing Holdings, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed November 2, 2009 (File No. 001-14303))
4.3	Second Amended and Restated Rights Agreement, dated as of February 8, 2011, between American Axle & Manufacturing Holdings, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed February 8, 2011 (File No. 001-14303))
4.4	Certificate of Elimination of the Series A Junior Participating Preferred Stock of American Axle & Manufacturing Holdings, Inc. filed with the Secretary of State of the State of Delaware on September 23, 2003

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
Name: David E. Barnes
Title: Vice President, General Counsel & Secretary

Date: July 2, 2020

CERTIFICATE OF ELIMINATION
OF THE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

Pursuant to Section 151 of the
General Corporation Law of
the State of Delaware

American Axle & Manufacturing Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That, pursuant to authority conferred upon the Board of the Company (the "Board") by its Certificate of Incorporation (as amended, the "Certificate of Incorporation"), and, pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board previously designated 100,000 shares of authorized shares of preferred stock of the Company as Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company ("Series A Preferred Stock") and established the voting powers, designation, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions thereof, and on September 23, 2003, filed a certificate of designations in the office of the Secretary of State of the State of Delaware with respect to the Series A Preferred Stock (the "Series A Certificate of Designations").

SECOND: That no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock shall be issued by the Company.

THIRD: That the following resolutions were adopted on June 25, 2020 by the Board pursuant to the authority granted by Section 151(g) of the DGCL, approving the filing of a Certificate of Elimination of the Series A Preferred Stock (this "Certificate of Elimination"):

"WHEREAS, by resolution of the Board of Directors (the "Board") of American Axle & Manufacturing Holdings, Inc. (the "Company") duly adopted, and by a certificate of designations filed with the Office of the Secretary of State of the State of Delaware (the "Series A Certificate of Designations"), 100,000 shares of authorized shares of preferred stock of the Company were designated as Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company (the "Series A Preferred Stock"), which Series A Certificate of Designations established the voting powers, designation, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of the Series A Preferred Stock;

WHEREAS, the rights agreement to which the Company was a party that necessitated the designation of the Series A Preferred Stock has expired; and

WHEREAS, in light of the foregoing, the Board deems it desirable that, pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), a certificate of elimination of the Series A Preferred Stock (the “Series A Certificate of Elimination”) be executed and filed with the Secretary of State of the State of Delaware and that all 100,000 shares of Series A Preferred Stock heretofore designated resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, and that all matters set forth in the Series A Certificate of Designations be eliminated from the Company’s Certificate of Incorporation (as amended, the “Certificate of Incorporation”).

NOW THEREFORE BE IT:

RESOLVED, that as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued by the Company;

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to prepare, execute and deliver the Series A Certificate of Elimination and any and all other certificates, agreements and other documents which they may deem necessary or advisable in order to effectuate the elimination of the Series A Preferred Stock, as provided by Section 151(g) of the DGCL in accordance with Section 103 of the DGCL; and

RESOLVED, that when such Series A Certificate of Elimination becomes effective, all references to the Series A Preferred Stock in the Certificate of Incorporation shall be eliminated and the shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, without designation as to series.”

FOURTH: That in accordance with the provisions of Section 151(g) of the DGCL, upon the filing of this Certificate of Elimination, the Certificate of Incorporation is hereby amended to eliminate all matters set forth in the Series A Certificate of Designations from the Certificate of Incorporation, and all shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, without designation as to series.

IN WITNESS WHEREOF, this Certificate of Elimination is executed on behalf of American Axle & Manufacturing Holdings, Inc. on this 2nd day of July, 2020.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

By: /s/ David E. Barnes
Name: David E. Barnes
Title: Vice President, General Counsel & Secretary