

**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): August 4, 2023

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:

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	AXL	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

SECTION 2 - FINANCIAL INFORMATION

Item 2.02 Results of Operations and Financial Condition

On August 4, 2023, American Axle & Manufacturing Holdings, Inc., (the “Company” or “AAM”) issued a press release regarding AAM's financial results for the second quarter 2023. A copy of this press release is furnished as Exhibit 99.1.

SECTION 7 - REGULATION FD

Item 7.01 Regulation FD Disclosure

See Item 2.02 Result of Operations and Financial Condition.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 4, 2023

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: August 4, 2023

By: /s/ Christopher J. May
Christopher J. May
Executive Vice President & Chief Financial Officer

**IMMEDIATE RELEASE**

AAM Reports Second Quarter 2023 Financial Results

Delivers Strong Cash Flow

DETROIT, August 4, 2023 -- American Axle & Manufacturing Holdings, Inc. (AAM), (NYSE: AXL) today reported its financial results for the second quarter 2023.

Second Quarter 2023 Results

- Sales of \$1.57 billion
- Net income of \$8.0 million, or 0.5% of sales
- Adjusted EBITDA of \$191.6 million, or 12.2% of sales
- Diluted earnings per share of \$0.07; Adjusted earnings per share of \$0.12
- Net cash provided by operating activities of \$132.8 million; Adjusted free cash flow of \$95.8 million

“AAM posted positive second quarter financial performance while navigating through continued production volatility, inflation headwinds, launches and labor availability,” said AAM’s Chairman and Chief Executive Officer, David C. Dauch. “As we manage through these near term challenges, our focus remains on establishing a strong technological foundation in our electric product portfolio and positioning AAM for profitable future growth.”

AAM’s sales in the second quarter of 2023 were \$1.57 billion as compared to \$1.44 billion in the second quarter of 2022. Sales for the second quarter of 2023 were favorably impacted by volume, mix and the Tekfor acquisition.

AAM’s net income in the second quarter of 2023 was \$8.0 million, or \$0.07 per share, as compared to net income of \$22.9 million, or \$0.19 per share in the second quarter of 2022.

Adjusted earnings per share in the second quarter of 2023 was \$0.12 compared to Adjusted earnings per share of \$0.22 in the second quarter of 2022.

In the second quarter of 2023, Adjusted EBITDA was \$191.6 million, or 12.2% of sales, as compared to \$195.1 million, or 13.6% of sales, in the second quarter of 2022.

AAM’s net cash provided by operating activities for the second quarter of 2023 was \$132.8 million as compared to \$146.7 million for the second quarter of 2022.

AAM’s Adjusted free cash flow for the second quarter of 2023 was \$95.8 million as compared to \$114.3 million for the second quarter of 2022.

AAM 2023 Financial Outlook

AAM's previously stated full year 2023 targets remain unchanged. AAM's full year 2023 financial targets are as follows:

- AAM is targeting sales in the range of \$5.95 - \$6.25 billion.
- AAM is targeting Adjusted EBITDA in the range of \$725 - \$800 million.
 - Reflects the impact of increased R&D spending to support new programs and electrification growth opportunities.
- AAM is targeting Adjusted free cash flow in the range of \$225 - \$300 million; this target assumes capital spending of approximately 3.5% - 4.0% of sales.

These 2023 targets are based on the following:

- AAM's production estimates of key programs that we support.
- North American light vehicle production of approximately 15.5 million units.
- The current operating environment.

Second Quarter 2023 Conference Call Information

A conference call to review AAM's second quarter results is scheduled today at 10:00 a.m. ET. Interested participants may listen to the live conference call by logging onto AAM's investor web site at <http://investor.aam.com> or calling (877) 883-0383 from the United States or (412) 902-6506 from outside the United States with access code 5400408. A replay will be available one hour after the call is complete until August 11, 2023 by dialing (877) 344-7529 from the United States or (412) 317-0088 from outside the United States. When prompted, callers should enter replay access code 4907646.

Non-GAAP Financial Information

In addition to the results reported in accordance with accounting principles generally accepted in the United States of America (GAAP) included within this press release, AAM has provided certain information, which includes non-GAAP financial measures such as Adjusted EBITDA, Adjusted earnings per share and Adjusted free cash flow. Such information is reconciled to its closest GAAP measure in accordance with Securities and Exchange Commission rules and is included in the attached supplemental data.

Certain of the forward-looking financial measures included in this earnings release are provided on a non-GAAP basis. A reconciliation of non-GAAP forward-looking financial measures to the most directly comparable forward-looking financial measures calculated and presented in accordance with GAAP has been provided. The amounts in these reconciliations are based on our current estimates and actual results may differ materially from these forward-looking estimates for many reasons, including potential event driven transactional and other non-core operating items and their related effects in any future period, the magnitude of which may be significant.

Management believes that these non-GAAP financial measures are useful to management, investors, and banking institutions in their analysis of the Company's business and operating performance. Management also uses this information for operational planning and decision-making purposes.

Non-GAAP financial measures are not and should not be considered a substitute for any GAAP measure. Additionally, non-GAAP financial measures as presented by AAM may not be comparable to similarly titled measures reported by other companies.

Definition of Non-GAAP Financial Measures

AAM defines Adjusted earnings per share to be diluted earnings per share excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, loss on sale of business, pension settlements, unrealized gains or losses on equity securities and non-recurring items, including the tax effect thereon.

AAM defines EBITDA to be earnings before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, loss on sale of business, pension settlements, unrealized gains or losses on equity securities and non-recurring items.

AAM defines free cash flow to be net cash provided by operating activities less capital expenditures net of proceeds from the sale of property, plant and equipment. Adjusted free cash flow is defined as free cash flow excluding the impact of cash payments for restructuring and acquisition-related costs, and cash payments related to the Malvern fire, including payments for capital expenditures, net of recoveries.

Company Description

As a leading global Tier 1 Automotive and Mobility Supplier, AAM (NYSE: AXL) designs, engineers and manufactures Driveline and Metal Forming technologies to support electric, hybrid and internal combustion vehicles. Headquartered in Detroit, with over 80 facilities in 18 countries, AAM is *bringing the future faster* for a safer and more sustainable tomorrow. To learn more, visit aam.com.

Forward-Looking Statements

In this earnings release, we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. Such statements are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995 and relate to trends and events that may affect our future financial position and operating results. The terms such as "will," "may," "could," "would," "plan," "believe," "expect," "anticipate," "intend," "project," "target," and similar words or expressions, as well as statements in future tense, are intended to identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made and/or management's good faith beliefs as of that time with respect to future events and are subject to risks and may differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to: global economic conditions, including the impact of inflation, recession or recessionary concerns, or slower growth in the markets in which we operate; reduced purchases of our products by General Motors Company (GM), Stellantis N.V. (Stellantis), Ford Motor Company (Ford) or other customers; our ability to respond to changes in technology, increased competition or pricing pressures; our ability to develop and produce new products that reflect market demand; lower-than-anticipated market acceptance of new or existing products; our ability to attract new customers and programs for new products; reduced demand for our customers' products (particularly light trucks and sport utility vehicles (SUVs) produced by GM, Stellantis and Ford); risks inherent in our global operations (including tariffs and the potential consequences thereof to us, our suppliers, and our customers and their suppliers, adverse changes in trade agreements, such as the United States-Mexico-Canada Agreement (USMCA), compliance with customs and trade regulations, immigration policies, political stability or geopolitical conflicts, taxes and other law changes, potential disruptions of production and supply, and currency rate fluctuations); supply shortages, such as the semiconductor shortage that the automotive industry is currently experiencing and the availability of natural gas or other fuel and utility sources in certain regions, labor shortages, including increased labor costs, or price increases in raw material and/or freight, utilities or other operating supplies for us or our customers as a result of pandemic or epidemic illness such as COVID-19, geopolitical conflicts, natural disasters or otherwise; a significant disruption in operations at one or more of our key manufacturing facilities; negative or unexpected tax consequences; risks related to a failure of our information technology systems and networks, including cloud-based applications, and risks associated with current and emerging technology threats and damage from computer viruses, unauthorized access, cyber attacks and other similar disruptions; our suppliers', our customers' and their suppliers' ability to maintain satisfactory labor relations and avoid work stoppages; cost or availability of financing for working capital, capital expenditures, research and development (R&D) or other general corporate purposes including acquisitions, as well as our ability to comply with financial covenants; our customers' and suppliers' availability of financing for working capital, capital expenditures, R&D or other general corporate purposes; an impairment of our goodwill, other intangible assets, or long-lived assets if our business or market conditions indicate that the carrying values of those assets exceed their fair values; liabilities arising from warranty claims, product recall or field actions, product liability and legal proceedings to which we are or may become a party, or the impact of product recall or field actions on our customers; our ability or our customers' and suppliers' ability to successfully launch new product programs on a timely basis; risks of environmental issues, including impacts of climate-related events, that could result in unforeseen issues or costs at our facilities, or risks of noncompliance with environmental laws and regulations, including reputational damage; our ability to maintain satisfactory labor relations and avoid work stoppages; our ability to consummate and successfully integrate acquisitions and joint ventures; our ability to achieve the level of cost reductions required to sustain global cost competitiveness or our ability to recover certain cost increases from our customers; our ability to realize the expected revenues from our new and incremental business backlog; price volatility in, or reduced availability of, fuel; our ability to protect our intellectual property and successfully defend against assertions made against us; adverse changes in laws, government regulations or market conditions affecting our products or our customers' products; our ability or our customers' and suppliers' ability to comply with regulatory requirements and the potential costs of such compliance; changes in liabilities arising from pension and other postretirement benefit obligations; our ability to attract and retain qualified personnel in key positions and functions; and other unanticipated events and conditions that may hinder our ability to compete. It is not possible to foresee or identify all such factors and 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.

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For more information:

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AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	<i>(in millions, except per share data)</i>			
Net sales	\$ 1,570.7	\$ 1,438.3	\$ 3,064.6	\$ 2,874.5
Cost of goods sold	1,392.5	1,264.8	2,725.8	2,514.2
Gross profit	<u>178.2</u>	<u>173.5</u>	<u>338.8</u>	<u>360.3</u>
Selling, general and administrative expenses	91.1	84.8	189.4	170.9
Amortization of intangible assets	21.4	21.4	42.8	42.9
Restructuring and acquisition-related costs	7.9	9.6	12.7	18.5
Operating income	<u>57.8</u>	<u>57.7</u>	<u>93.9</u>	<u>128.0</u>
Interest expense	(50.2)	(42.7)	(100.7)	(87.4)
Interest income	5.9	3.2	11.8	6.2
Other income (expense):				
Debt refinancing and redemption costs	—	(0.2)	—	(5.8)
Gain on bargain purchase of business	—	11.6	—	11.6
Unrealized gain (loss) on equity securities	0.3	(3.7)	—	(21.7)
Other income (expense), net	<u>(0.5)</u>	<u>(2.4)</u>	<u>3.2</u>	<u>(3.4)</u>
Income before income taxes	13.3	23.5	8.2	27.5
Income tax expense	<u>5.3</u>	<u>0.6</u>	<u>5.3</u>	<u>3.6</u>
Net income	<u>\$ 8.0</u>	<u>\$ 22.9</u>	<u>\$ 2.9</u>	<u>\$ 23.9</u>
Diluted earnings per share	<u>\$ 0.07</u>	<u>\$ 0.19</u>	<u>\$ 0.02</u>	<u>\$ 0.20</u>

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>June 30, 2023</u>	<u>December 31, 2022</u>
	<i>(in millions)</i>	
<u>ASSETS</u>		
Current assets		
Cash and cash equivalents	\$ 511.1	\$ 511.5
Accounts receivable, net	921.1	820.2
Inventories, net	477.1	463.9
Prepaid expenses and other	200.3	197.8
Total current assets	2,109.6	1,993.4
Property, plant and equipment, net	1,817.9	1,903.0
Deferred income taxes	135.8	119.0
Goodwill	181.7	181.6
Other intangible assets, net	574.2	616.2
GM postretirement cost sharing asset	128.2	127.6
Operating lease right-of-use assets	103.3	107.2
Other assets and deferred charges	456.7	421.4
Total assets	\$ 5,507.4	\$ 5,469.4
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities		
Current portion of long-term debt	\$ 16.3	\$ 75.9
Accounts payable	828.4	734.0
Accrued compensation and benefits	183.8	186.6
Deferred revenue	15.9	28.1
Current portion of operating lease liabilities	20.8	21.1
Accrued expenses and other	168.4	153.6
Total current liabilities	1,233.6	1,199.3
Long-term debt, net	2,853.9	2,845.1
Deferred revenue	69.3	73.4
Deferred income taxes	6.4	10.7
Long-term portion of operating lease liabilities	84.1	87.2
Postretirement benefits and other long-term liabilities	615.3	626.4
Total liabilities	4,862.6	4,842.1
Total AAM stockholders' equity	644.8	627.3
Total liabilities and stockholders' equity	\$ 5,507.4	\$ 5,469.4

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
	<i>(in millions)</i>			
Operating activities				
Net income	\$ 8.0	\$ 22.9	\$ 2.9	\$ 23.9
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation and amortization	120.5	121.9	245.4	242.3
Other	4.3	1.9	(83.4)	(51.0)
Net cash provided by operating activities	132.8	146.7	164.9	215.2
Investing activities				
Purchases of property, plant and equipment	(44.1)	(42.6)	(90.7)	(71.2)
Proceeds from sale of property, plant and equipment	—	—	0.4	4.2
Acquisition of business, net of cash acquired	(0.7)	(80.9)	(1.3)	(87.6)
Other	(2.6)	4.6	13.7	4.4
Net cash used in investing activities	(47.4)	(118.9)	(77.9)	(150.2)
Financing activities				
Net debt activity	(34.5)	(59.2)	(65.4)	(94.3)
Other	(3.8)	11.2	(22.0)	7.6
Net cash used in financing activities	(38.3)	(48.0)	(87.4)	(86.7)
Effect of exchange rate changes on cash	(1.7)	(8.3)	—	(7.1)
Net increase (decrease) in cash and cash equivalents	45.4	(28.5)	(0.4)	(28.8)
Cash and cash equivalents at beginning of period	465.7	529.9	511.5	530.2
Cash and cash equivalents at end of period	\$ 511.1	\$ 501.4	\$ 511.1	\$ 501.4

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
SUPPLEMENTAL DATA
(Unaudited)

The supplemental data presented below is a reconciliation of certain financial measures which is intended to facilitate analysis of American Axle & Manufacturing Holdings, Inc. business and operating performance.

Earnings before interest expense, income taxes and depreciation and amortization (EBITDA) and Adjusted EBITDA^(a)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
	<i>(in millions)</i>			
Net income	\$ 8.0	\$ 22.9	\$ 2.9	\$ 23.9
Interest expense	50.2	42.7	100.7	87.4
Income tax expense	5.3	0.6	5.3	3.6
Depreciation and amortization	120.5	121.9	245.4	242.3
EBITDA	184.0	188.1	354.3	357.2
Restructuring and acquisition-related costs	7.9	9.6	12.7	18.5
Debt refinancing and redemption costs	—	0.2	—	5.8
Unrealized loss (gain) on equity securities	(0.3)	3.7	—	21.7
Non-recurring items:				
Malvern fire charges (insurance recoveries), net	—	0.1	—	(5.4)
Acquisition-related fair value inventory adjustment	—	5.0	—	5.0
Gain on bargain purchase of business	—	(11.6)	—	(11.6)
Adjusted EBITDA	\$ 191.6	\$ 195.1	\$ 367.0	\$ 391.2

Adjusted earnings per share^(b)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Diluted earnings per share	\$ 0.07	\$ 0.19	\$ 0.02	\$ 0.20
Restructuring and acquisition-related costs	0.07	0.08	0.11	0.14
Debt refinancing and redemption costs	—	—	—	0.05
Unrealized loss on equity securities	—	0.03	—	0.18
Non-recurring items:				
Malvern fire charges (insurance recoveries), net	—	—	—	(0.04)
Acquisition-related fair value inventory adjustment	—	0.04	—	0.04
Gain on bargain purchase of business	—	(0.09)	—	(0.09)
Tax effect of adjustments	\$ (0.02)	(0.03)	(0.02)	(0.08)
Adjusted earnings per share	\$ 0.12	\$ 0.22	\$ 0.11	\$ 0.40

Adjusted earnings per share are based on weighted average diluted shares outstanding of 120.6 million and 120.3 million for the three months ended June 30, 2023 and 2022 respectively, and 120.3 million and 119.8 million for the six months ended June 30, 2023 and 2022 respectively.

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.
SUPPLEMENTAL DATA
(Unaudited)

The supplemental data presented below is a reconciliation of certain financial measures which is intended to facilitate analysis of American Axle & Manufacturing Holdings, Inc. business and operating performance.

Free cash flow and Adjusted free cash flow^(c)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
	<i>(in millions)</i>			
Net cash provided by operating activities	\$ 132.8	\$ 146.7	\$ 164.9	\$ 215.2
Capital expenditures net of proceeds from the sale of property, plant and equipment	(44.1)	(42.6)	(90.3)	(67.0)
Free cash flow	\$ 88.7	\$ 104.1	\$ 74.6	\$ 148.2
Cash payments for restructuring and acquisition-related costs	7.1	8.1	11.1	16.5
Cash payments (insurance proceeds) related to Malvern fire, net	—	2.1	(7.0)	3.5
Adjusted free cash flow	\$ 95.8	\$ 114.3	\$ 78.7	\$ 168.2

Segment Financial Information

On June 1, 2022, our acquisition of Tekfor became effective and we began consolidating the results of Tekfor on that date, which are reported in our Metal Forming segment for all periods presented in the table below. In the first quarter of 2023, we moved a plant location that was previously reported under our Driveline segment to our Metal Forming segment in order to better align our product and process technologies. The amounts in the table below for the three and six months ended June 30, 2022 have been recast to reflect this reorganization.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
	<i>(in millions)</i>			
Segment Sales				
Driveline	\$ 1,086.5	\$ 1,024.7	\$ 2,100.3	\$ 2,070.1
Metal Forming	634.2	557.7	1,253.3	1,082.8
Total Sales	1,720.7	1,582.4	3,353.6	3,152.9
Intersegment Sales	(150.0)	(144.1)	(289.0)	(278.4)
Net External Sales	\$ 1,570.7	\$ 1,438.3	\$ 3,064.6	\$ 2,874.5
Segment Adjusted EBITDA^(a)				
Driveline	\$ 152.1	\$ 132.4	\$ 266.2	\$ 255.2
Metal Forming	39.5	62.7	100.8	136.0
Total Segment Adjusted EBITDA	\$ 191.6	\$ 195.1	\$ 367.0	\$ 391.2

Full Year 2023 Financial Outlook

	Adjusted EBITDA	
	Low End	High End
	<i>(in millions)</i>	
Net income (loss)	\$ (5)	\$ 45
Interest expense	200	200
Income tax expense	15	40
Depreciation and amortization	490	490
Full year 2023 targeted EBITDA	700	775
Restructuring and acquisition-related costs	25	25
Full year 2023 targeted Adjusted EBITDA	\$ 725	\$ 800

	Adjusted Free Cash Flow	
	Low End	High End
	<i>(in millions)</i>	
Net cash provided by operating activities	\$ 435	\$ 510
Capital expenditures net of proceeds from the sale of property, plant and equipment	(230)	(230)
Full year 2023 targeted Free Cash Flow	205	280
Cash payments for restructuring and acquisition-related costs	25	25
Other	(5)	(5)
Full year 2023 targeted Adjusted Free Cash Flow	\$ 225	\$ 300

- (a) We define EBITDA to be earnings before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, loss on sale of a business, pension settlements, unrealized gains or losses on equity securities and non-recurring items. We believe that EBITDA and Adjusted EBITDA are meaningful measures of performance as they are commonly utilized by management and investors to analyze operating performance and entity valuation. Our management, the investment community and the banking institutions routinely use EBITDA and Adjusted EBITDA, together with other measures, to measure our operating performance relative to other Tier 1 automotive suppliers. We also use Segment Adjusted EBITDA as the measure of earnings to assess the performance of each segment and determine the resources to be allocated to the segments. EBITDA and Adjusted EBITDA are also key metrics used in our calculation of incentive compensation. EBITDA and Adjusted EBITDA should not be construed as income from operations, net income or cash flow from operating activities as determined under GAAP. Other companies may calculate EBITDA and Adjusted EBITDA differently.
- (b) We define Adjusted earnings per share to be diluted earnings per share excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, loss on sale of a business, pension settlements, unrealized gains or losses on equity securities and non-recurring items, including the tax effect thereon. We believe Adjusted earnings per share is a meaningful measure as it is commonly utilized by management and investors in assessing ongoing financial performance that provides improved comparability between periods through the exclusion of certain items that management believes are not indicative of core operating performance and which may obscure underlying business results and trends. Other companies may calculate Adjusted earnings per share differently.
- (c) We define free cash flow to be net cash provided by operating activities less capital expenditures net of proceeds from the sale of property, plant and equipment. Adjusted free cash flow is defined as free cash flow excluding the impact of cash payments for restructuring and acquisition-related costs and cash payments related to the Malvern fire, including payments for capital expenditures, net of recoveries. We believe free cash flow and Adjusted free cash flow are meaningful measures as they are commonly utilized by management and investors to assess our ability to generate cash flow from business operations to repay debt and return capital to our stockholders. Free cash flow and Adjusted free cash flow are also key metrics used in our calculation of incentive compensation. Other companies may calculate free cash flow and Adjusted free cash flow differently.