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

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**FORM 8-K  
CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**Date of Report (Date of earliest event reported): July 15, 2025**

**AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-14303**  
(Commission  
File Number)

**38-3161171**  
(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)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 Exchange Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of exchange on which registered</b>
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.

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## ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On July 15, 2025, American Axle & Manufacturing Holdings, Inc., a Delaware corporation (“AAM” or the “Company”), held a special meeting of its stockholders (the “Special Meeting”) in connection with the Company’s recommended offer to acquire the entire issued and to be issued share capital of Dowlais Group plc (“Dowlais”), a public limited company incorporated in England and Wales (the “Business Combination”). At the Special Meeting, holders of the Company’s common stock, par value \$0.01 per share (“AAM Common Stock,” and each share thereof, an “AAM Share” and, collectively, the “AAM Shares”), approved the proposals relating to the Business Combination as described in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 2, 2025, as amended and supplemented pursuant to Current Reports on Form 8-K filed by the Company with the SEC on June 9, 2025 and July 7, 2025 (the “Proxy Statement”).

As disclosed in the Proxy Statement, the Company selected the close of business on June 9, 2025, as the record date for determining stockholders entitled to notice of and to vote at the Special Meeting (the “Record Date”). Of the 118,662,478 AAM Shares outstanding as of the Record Date and entitled to vote at the Special Meeting, holders of 94,915,896 AAM Shares (representing approximately 80% of the AAM Shares outstanding on the Record Date and entitled to vote at the Special Meeting) were present in person or represented by proxy at the Special Meeting, constituting a quorum for the Special Meeting.

The final voting results for each of the proposals submitted to a vote of the Company’s stockholders at the Special Meeting are as follows:

Proposal 1 – Approval of Charter Amendment: The stockholders of the Company approved the proposed amendment (the “Charter Amendment”) to AAM’s Amended and Restated Certificate of Incorporation (the “AAM Charter”) to increase the number of authorized AAM Shares, from 150,000,000 AAM Shares to 375,000,000 AAM Shares (the “Charter Amendment Proposal”). The voting results for the Charter Amendment Proposal are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
92,942,453	1,318,101	655,342	0

Proposal 2 – Approval of the Share Issuance: The stockholders of the Company approved the proposed issuance of AAM Shares (the “Share Issuance”) to the shareholders of Dowlais, representing the stock consideration in the Business Combination (the “Share Issuance Proposal”). The voting results for the Share Issuance Proposal are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
93,784,376	471,877	659,643	0

Proposal 3 - Adjournment of the Special Meeting, if necessary or appropriate: The stockholders of the Company approved a proposal to adjourn the Special Meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of such adjournment to approve the Charter Amendment Proposal or the Share Issuance Proposal (the “Adjournment Proposal”). Although the Adjournment Proposal was approved by the stockholders of the Company, because there were sufficient votes represented at the time of the Special Meeting to approve the Charter Amendment Proposal and the Share Issuance Proposal, the Adjournment Proposal is moot. The voting results for the Adjournment Proposal are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
89,412,940	4,966,788	536,168	0

**ITEM 8.01. OTHER EVENTS.**

On July 15, 2025, the Company issued a press release announcing the voting results of the Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated July 15, 2025.</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

**AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.**

Date: July 15, 2025

By: /s/ Matthew K. Paroly

Matthew K. Paroly

Vice President, General Counsel & Secretary

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NEWS

**RECOMMENDED CASH AND SHARE COMBINATION OF  
DOWLAIS GROUP PLC WITH  
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.**

*Transaction Update: AAM Stockholders Approve Proposed Combination*

**DETROIT, July 15, 2025** -- American Axle & Manufacturing Holdings, Inc. (“AAM”), (NYSE: AXL) today announced that at a special meeting (the “Special Meeting”) of its stockholders (“AAM Stockholders”) held in connection with AAM’s recommended offer to acquire the entire issued and to be issued share capital of Dowlais Group plc (“Dowlais”), (the “Combination”), AAM Stockholders approved all proposals related to the Combination as described in AAM’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 2, 2025, as amended and supplemented pursuant to Current Reports on Form 8-K filed by AAM with the SEC on June 9, 2025 and July 7, 2025. Dowlais shareholders are expected to vote on the Scheme and Special Resolution at the Court Meeting and General Meeting, respectively, on July 22, 2025.

In addition, as announced on May 16, 2025, AAM intends to seek a secondary listing and admission of shares of its common stock, par value \$0.01 per share (collectively, “AAM Shares”), including the new AAM Shares to be issued in connection with the Combination, to trading on the London Stock Exchange. Following the Combination, the combined AAM and Dowlais group will have an expanded and balanced geographic presence across multiple automotive segments supporting ICE, hybrid and electric powertrains and is expected to generate annual revenues of approximately \$12 billion on a non-adjusted combined basis.

Antitrust and other regulatory approvals continue to progress, and the deal is anticipated to close in the fourth quarter of 2025, subject to Dowlais shareholder approval and the completion of the other remaining conditions.

“We are very pleased that our stockholders recognized the tremendous value creation opportunity in combining these two outstanding automotive suppliers,” said David C. Dauch, Chairman and Chief Executive Officer of AAM, who will serve as the Chairman and Chief Executive Officer of the combined company. “This milestone brings us one step closer to creating a leading global driveline and metal forming supplier with size and scale to successfully navigate industry shifts and volatility.”

AAM will file a Current Report on Form 8-K with the SEC to report the voting results of all proposals put forth at its Special Meeting.

More information about the proposed Combination can be found on AAM’s investor website at [www.aam.com/investors/offer-for-Dowlais-Group-plc](http://www.aam.com/investors/offer-for-Dowlais-Group-plc).

**About AAM**

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 75 facilities in 16 countries, AAM is Bringing the Future Faster for a safer and more sustainable tomorrow. To learn more, visit [www.aam.com](http://www.aam.com).

**About Dowlais**

Dowlais is a portfolio of market-leading, high-technology engineering businesses that advance the world’s transition to sustainable vehicles. Dowlais’ businesses comprise GKN Automotive and GKN Powder Metallurgy with over 70 manufacturing facilities in 19 countries across the world, Dowlais is an automotive technology leader delivering precisely engineered products and solutions that drive transformation in our world. Dowlais has LEI number 213800XM8WOFly6VPC92. For more information visit [www.dowlais.com](http://www.dowlais.com)

[www.aam.com](http://www.aam.com)





## Forward-Looking Statements

In this press 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 belief 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); our ability to consummate strategic initiatives and successfully integrate acquisitions and joint ventures; 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 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, geopolitical conflicts, natural disasters or otherwise; a significant disruption in operations at one or more of our key manufacturing facilities; risks inherent in transitioning our business from internal combustion engine vehicle products to hybrid and electric vehicle products; our ability to realize the expected revenues from our new and incremental business backlog; negative or unexpected tax consequences, including those resulting from tax litigation; 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, including increasingly sophisticated cyber attacks incorporating use of artificial intelligence, and other similar disruptions; our suppliers’, our customers’ and their suppliers’ ability to maintain satisfactory labor relations and avoid or minimize 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 achieve the level of cost reductions required to sustain global cost competitiveness or our ability to recover certain cost increases from our customers; 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. These risks and uncertainties related to AAM include factors detailed in the reports AAM files with the SEC, including those described under “Risk Factors” in its most recent Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. 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.

**No Offer or Solicitation**

This press release is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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