

**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): January 30, 2026

DAUCH CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14303

(Commission File Number)

38-3161171

(IRS Employer Identification No.)

One Dauch Drive, Detroit, Michigan

(Address of Principal Executive Offices)

48211-1198

(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))

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As previously disclosed, on July 15, 2025, Dauch Corporation, a Delaware corporation (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 (the “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 (“Common Stock,” and each share thereof, a “Share” and, collectively, the “Shares”), approved, among other things, a proposed amendment to the Company’s Certificate of Incorporation to increase the number of authorized Shares, from 150,000,000 Shares to 375,000,000 Shares (the “Share Capital Increase”).

On January 30, 2026, the Company filed an amendment to its Certificate of Incorporation (the “Share Capital Amendment”) with the Secretary of State of the State of Delaware to effect the Share Capital Increase, which became effective upon filing. A copy of the Share Capital Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events

On January 30, 2026, the Company published a prospectus (the “U.K. Prospectus”) prepared in accordance with the Prospectus Rules: Admissions to Trading on a Regulated Market (PRM) sourcebook of the U.K. Financial Conduct Authority (the “FCA”) made under Section 73A of the U.K. Financial Services and Markets Act 2000, as amended. The U.K. Prospectus relates to the admission of Shares to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market for listed securities of London Stock Exchange plc in connection with the previously disclosed terms of the Business Combination.

Also on January 30, 2026, the Company released, via the Regulatory News Service in London, an announcement (the “RNS Announcement”) regarding the publication of the U.K. Prospectus. A copy of the RNS Announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Also on January 30, 2026, the Company issued a press release (the “Press Release”) providing an update regarding the Business Combination. A copy of the Press Release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Amendment to the Certificate of Incorporation of the Company.
99.1	RNS Announcement, dated January 30, 2026.
99.2	Press Release, dated January 30, 2026.
104	Cover Page Interactive Data File (formatted in Inline XBRL)

Cautionary Statement Concerning Forward-Looking Statements

This Current Report, and the documents incorporated by reference into this Current Report, contain statements concerning the Company's expectations, beliefs, plans, objectives, goals, strategies, and future events or performance, including, but not limited to, certain statements related to (i) the ability of the Company and Dowlais to consummate the Business Combination in a timely manner or at all; (ii) the satisfaction (or waiver) of conditions to the consummation of the Business Combination; (iii) adverse effects on the market price of the Company's or Dowlais's operating results, including because of a failure to complete the Business Combination; (iv) the effect of the announcement or pendency of the Business Combination on the Company's or Dowlais's business relationships, operating results and business generally; (v) future capital expenditures, expenses, revenues, economic performance, synergies, financial conditions, market growth, dividend policy, losses and future prospects; (vi) business and management strategies and the expansion and growth of the operations of the Company or the Dowlais; and (vii) the effects of government regulation on the business of the Company or Dowlais. 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 the Company's 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 the Company's 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. These risks and uncertainties related to the Company include factors detailed in the reports the Company files with the Securities and Exchange Commission, 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 the Company makes 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.

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.

DAUCH CORPORATION

Date: January 30, 2026

By: /s/ Christopher J. May

Christopher J. May

Executive Vice President & Chief Financial Officer

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
DAUCH CORPORATION

Dauch Corporation (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify that:

FIRST: The current name of the Corporation is Dauch Corporation.

SECOND: The original Certificate of Incorporation of the Corporation was filed under the name American Axle & Manufacturing Holdings, Inc. with the Secretary of State of the State of Delaware on May 15, 1998, and was amended and restated on January 22, 1999, and was further amended effective at 12:01 a.m. Eastern Time on January 26, 2026 (as amended and restated and further amended, the "Certificate of Incorporation").

THIRD: (1) The board of directors of the Corporation has duly adopted a resolution pursuant to Sections 141 and 242 of the General Corporation Law proposing and declaring advisable that the Corporation's Certificate of Incorporation be amended as set forth below (the "Amendment") and resolving to recommend adoption of the Amendment by the stockholders of the Corporation entitled to vote in respect thereof; and (2) at a special meeting of the stockholders of the Corporation called and held upon notice in accordance with Section 222 of the General Corporation Law, the Amendment was duly adopted by a majority of the outstanding stock entitled to vote thereon and a majority of the outstanding stock of each class entitled to vote thereon, in accordance with Article FOURTH of the Certificate of Incorporation and Section 242 of the General Corporation Law.

FOURTH: Article FOURTH, subsection (1) of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FOURTH: (1) The total number of shares of all classes of stock which the corporation shall have authority to issue is 425,000,000, consisting of (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock"), (2) 375,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and (3) 40,000,000 shares of Series Common Stock, par value \$.01 per share ("Series Common Stock"). The number of authorized shares of any of the Preferred Stock, the Common Stock or the Series Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware (or any successor provision thereto), and no vote of the holders of any of the Preferred Stock, the Common Stock or the Series Common Stock voting separately as a class shall be required therefor."

FIFTH: This Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing with the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed, acknowledged and filed this 30th day of January, 2026, in its name and on its behalf by its Executive Vice President & Chief Financial Officer pursuant to Section 103 of the General Corporation Law.

DAUCH CORPORATION

By: /s/ Christopher J. May

Name: Christopher J. May

Title: Executive Vice President & Chief Financial Officer

[Signature Page to Certificate of Amendment to the Certificate of Incorporation of Dauch Corporation]

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

30 January 2026

DAUCH CORPORATION

PUBLICATION OF PROSPECTUS

Dauch Corporation ("**Dauch**") has today published a prospectus (the "**Prospectus**") approved by the Financial Conduct Authority ("**FCA**"), in connection with the admission of shares of common stock in the capital of Dauch to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market of the London Stock Exchange plc ("**Admission**"), as part of the recommended cash and share combination between Dauch and Dowlais Group plc (the "**Combination**").

Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings given to them in the Prospectus.

A copy of the Prospectus is available for inspection on Dauch's website at www.aam.com/investors/UK-Listing-Prospectus. It will also be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Group FY25 Profit Estimate

As required by Rule 28.1(c)(i) of the Takeover Code, the Directors confirm that the Group FY25 Profit Estimate remains valid and has been properly compiled on the basis of the assumptions listed below, and that the basis of accounting used for the Group FY25 Profit Estimate is consistent with Dauch's accounting policies. The Group FY25 Profit Estimate is based on the following assumptions:

- *North American light vehicle production of approximately 15.1 million units.*
- *Dauch's production estimates of key programs that it supports.*
- *Excludes costs and expenses associated with the announced combination with Dowlais. Reflects Dauch on a stand-alone pre-combination basis.*
- *No changes to USMCA.*
- *Mitigation of a majority of incremental tariff costs.*

Quantified Financial Benefits Statement

As required by Rule 27.2(d) of the Takeover Code, the Directors confirm that there have been no material changes to the Quantified Financial Benefits Statement, which remains valid.

Enquiries

Dauch

David H. Lim, Head of Investor Relations +1 (313) 758-2006

Christopher M. Son, Vice President, Marketing & Communications +1 (313) 758-4814

J.P. Morgan (Exclusive financial adviser to Dauch)

Ian MacAllister / Michael Murphy +1 (212) 270 6000

Robert Constant / Jonty Edwards +44 (0) 203 493 8000

FGS Global (PR adviser to Dauch)

Charlie Chichester / Rory King +44 20 7251 3801

Allen Overy Shearman Sterling LLP is acting as legal adviser to Dauch.

Disclaimers

J.P. Morgan Securities LLC, together with its affiliate J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove and which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the Financial Conduct Authority) is acting as financial adviser exclusively for Dauch and no one else in connection with the Combination and will not regard any other person as its client in relation to the Combination and will not be responsible to anyone other than Dauch for providing the protections afforded to clients of J.P. Morgan or its affiliates, nor for providing advice in relation to the Combination or any other matter or arrangement referred to herein.

Further information

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Combination or otherwise. In particular, this announcement is not an offer of securities for sale into the U.S. The New Company Shares to be issued pursuant to the Combination have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and will be issued in reliance upon the exemption from the registration requirements of the U.S. Securities Act provided by Section 3(a)(10) thereof and also will not be subject to the proxy solicitation rules under the U.S. Securities and Exchange Act of 1934, as amended (the "U.S. Exchange Act"). The Combination will be made solely through the Scheme Document, which, together with the accompanying Forms of Proxy and Mix and Match Elections in relation to the Mix and Match Facility, contain the full terms and conditions of the Combination.

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date.

This announcement does not constitute a prospectus or a prospectus equivalent document.

This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.

The Combination is subject to the applicable requirements of English law, the Takeover Code, the Takeover Panel, the London Stock Exchange and the FCA.

Neither the SEC nor any U.S. state securities commission has approved, disapproved or passed judgment upon the fairness or the merits of the New Company Shares or the Combination or upon the adequacy, accuracy or completeness of this announcement or the Prospectus. Any representation to the contrary is a criminal offence in the U.S.

Overseas Shareholders

The release, publication or distribution of this announcement in jurisdictions other than the UK, and the availability of the Combination to Dowlais Shareholders who are not resident in the UK, may be restricted by law and therefore any persons who are not resident in the UK or who are subject to the laws of any jurisdiction other than the UK (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person.

Accordingly, copies of this announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

Further details in relation to Dowlais Shareholders in overseas jurisdictions are contained in the Scheme Document (or, if the Combination is implemented by way of a Takeover Offer, the Takeover Offer documents).

Additional information for U.S. investors in Dowlais

The Combination relates to an offer for the shares of an English company and is proposed to be implemented by means of a scheme of arrangement provided for under Part 26 of the Companies Act 2006. The Combination, to be implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the related proxy solicitation rules under the U.S. Exchange Act. Accordingly, the Combination is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company incorporated in the UK and listed on the London Stock Exchange, which differ from the disclosure requirements of the U.S. tender offer and related proxy solicitation rules.

The New Company Shares to be issued pursuant to the Combination have not been and will not be registered under the U.S. Securities Act and will be issued in reliance upon the exemption from the registration requirements of the U.S. Securities Act provided by Section 3(a)(10) thereof. If, in the future, Dauch exercises its right to elect to implement the Combination by way of a Takeover Offer and determines to extend the Takeover Offer into the U.S., such Takeover Offer will be made in compliance with applicable U.S. laws and regulations, including if applicable, the filing of a registration statement with the SEC containing a prospectus with respect to the issuance of New Company Shares. In this event, Dowlais Shareholders are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to all such documents, because they will contain important information, and such documents will be available free of charge at the SEC's website at www.sec.gov or by directing a request to Dauch's contact for enquiries identified above.

The Prospectus contains certain unaudited financial information relating to Dowlais that has been prepared in accordance with the accounting standards applicable in the UK and thus may not be comparable to financial information of US companies whose financial statements are prepared in accordance with US generally accepted accounting principles. US generally accepted accounting principles differ in certain significant respects from accounting standards applicable in the UK.

Dauch is organized under and governed by the law of the State of Delaware and the United States. All of the Directors and officers of Dauch reside outside the United Kingdom. Substantially all or a significant portion of the assets of such persons and a significant portion of the assets of the Group are located outside the United Kingdom. As such, it may be difficult or impossible to effect service of process within the United Kingdom upon those persons or to recover on judgments of U.K. courts against Dauch or such directors and officers. Although Dauch will appoint an agent for service of process in the U.K. and will submit to the jurisdiction of the courts of the United Kingdom, it may not be possible for investors to effect service of process on Dauch or on such persons within the United Kingdom in any action.

If a judgment is obtained in a U.K. court against Dauch, an investor will need to enforce such judgment in jurisdictions in which Dauch has assets, which may not be such investor's jurisdiction of domicile. There is no certainty as to whether a final judgment from the courts of the United Kingdom will be enforceable in the United States.

The receipt of New Company Shares and cash by Dowlais Shareholders as consideration for the transfer of Dowlais Shares pursuant to the Combination may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Such consequences, if any, are not generally described herein. Each Dowlais Shareholder is urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Combination, including in light of the potential application of Section 304 of the IRC to the Combination.

Forward Looking Statements

This announcement includes forward-looking statements, which are based on current expectations and projections about future events. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target", "believe", "expect", "aim", "intend", "may", "anticipate", "estimate", "plan", "project", "will", "can have", "likely", "should", "would", "could" and other words and terms of similar meaning or the negative thereof. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's and/or the Combined Group's business, results of operations, financial position, prospectus, growth, strategies and the industry in which it operates. Given these risks, uncertainties and assumptions, you are cautioned not to place undue reliance on such forward-looking statements. Save as required by law or by the UK Listing Rules of the FCA, each of the Company, Dowlais and J.P Morgan and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise. Forward-looking statements speak only as of the date they are made.

Publication on website

A copy of this announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Dauch's website at www.aam.com/investors promptly and in any event by no later than 12 noon (London time) on the business day (as defined in the Takeover Code) following the date of this announcement.

Neither the content of the websites referred to in this announcement nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

General

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

DAUCH**NEWS****RECOMMENDED CASH AND SHARE COMBINATION OF****DOWLAIS GROUP PLC (“DOWLAIS”)****WITH****DAUCH CORPORATION (“DAUCH”)*****Combination Update: Court Sanction of Scheme of Arrangement and******Publication of Prospectus***

DETROIT, MI, January 30, 2026 – Dauch (NYSE: AXL) and Dowlais are pleased to announce that the Court has issued the Court Order sanctioning the Scheme. As a result, the Scheme will become effective on delivery of the Court Order to the Registrar of Companies, which is expected to occur after the Scheme Record Time, being 6:00 p.m. on February 2, 2026.

Prospectus

Dauch has today published a prospectus (the “Prospectus”) approved by the Financial Conduct Authority (“FCA”), in connection with the admission of shares of common stock in the capital of Dauch to the equity shares (international commercial companies secondary listing) category of the Official List of the FCA and to trading on the main market of the London Stock Exchange (“Admission”), as part of the recommended cash and share combination between Dauch and Dowlais Group plc (the “Combination”).

There has been no material change to the expected timetable of principal events for the Combination, as a result, the Scheme is expected to become effective on February 3, 2026.

About Dauch Corporation

As a leading global Tier 1 Automotive Supplier, Dauch designs, engineers and manufactures Driveline and Metal Forming technologies to support electric, hybrid and internal combustion vehicles. Headquartered in Detroit, MI, with nearly 75 facilities in 15 countries, Dauch is bringing the future faster for a safer and more sustainable tomorrow.

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Contacts:

Christopher M. Son, Vice President, Marketing & Communications
+1 (313) 758-4814
Chris.son@aam.com

David H. Lim, Head of Investor Relations
+1 (313) 758-2006
David.lim@aam.com

www.dauch.com

Forward-looking statements

In this announcement, Dauch makes statements concerning its expectations, beliefs, plans, objectives, goals, strategies, and future events or performance, including, but not limited to, certain statements related to the ability of Dauch and Dowlais Group plc ("Dowlais") to consummate Dauch's business combination with Dowlais (the "Business Combination") in a timely manner or at all, the closing the Business Combination and the regulatory approval process. 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 Dauch's or the combined company's 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. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. These risks and uncertainties related to Dauch include factors detailed in the reports Dauch files with the United States Securities and Exchange Commission (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. These forward-looking statements speak only as of the date of this communication. Dauch expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.