

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
Form SC 13G/A  
December 28, 2011

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.2)\*

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$0.01 Par Value

-----  
(Title of Class of Securities)

024061103

-----  
(CUSIP Number)

December 27, 2011

-----  
(Date of Event which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

RULE 13D-1(B)

RULE 13D-1(C)

RULE 13D-1(D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 (THE "ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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CUSIP NO. 024061103  
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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)

(b)

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER

NUMBER OF  
SHARES NONE

BENEFICIALLY

OWNED BY  
EACH

REPORTING  
PERSON

WITH

-----  
6 SHARED VOTING POWER

922,500  
-----

7 SOLE DISPOSITIVE POWER

NONE  
-----

8 SHARED DISPOSITIVE POWER

922,500  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

922,500  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.2%  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN  
-----

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CUSIP NO. 024061103

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay II Resource Partners, L.P.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  [X]

(b)  [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

	5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		NONE
	6	SHARED VOTING POWER
		1,192,400
	7	SOLE DISPOSITIVE POWER
		NONE
	8	SHARED DISPOSITIVE POWER
		1,192,400

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,192,400

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 [ ] (SEE INSTRUCTIONS)

-----

11 PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.6%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

-----

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners Offshore Master Fund, L.P.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  [X]

(b)  [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

-----

	5	SOLE VOTING POWER
NUMBER OF SHARES		NONE
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		3,134,100
	7	SOLE DISPOSITIVE POWER
		NONE
	8	SHARED DISPOSITIVE POWER
		3,134,100

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,134,100

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 [ ] (SEE INSTRUCTIONS)

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9      4.2%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

-----

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
GMT Capital Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
State of Georgia

	5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		NONE	
	6	SHARED VOTING POWER	
		5,499,400	
	7	SOLE DISPOSITIVE POWER	
		NONE	
	8	SHARED DISPOSITIVE POWER	
		5,499,400	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
5,499,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

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CUSIP NO. 024061103  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Thomas E. Claugus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES 129,300

BENEFICIALLY

OWNED BY

6 SHARED VOTING POWER

EACH

5,499,400

REPORTING

PERSON

7 SOLE DISPOSITIVE POWER

WITH

129,300

8 SHARED DISPOSITIVE POWER

5,499,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,628,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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ITEM 1(A) NAME OF ISSUER:

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Dauch Drive  
Detroit, Michigan 48211-1198

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ITEM 2(a) NAME OF PERSON FILING:  
-----

- (i) Bay Resource Partners, L.P. (Bay), with respect to shares of Common Stock directly owned by it.
- (ii) Bay II Resource Partners, L.P. (Bay II), with respect to shares of Common Stock directly owned by it.
- (iii) Bay Resource Partners Offshore Master Fund, L.P. (Offshore Fund) with respect to shares of Common Stock directly owned by it, as the successor to Bay Resource Partners Offshore Fund, Ltd.
- (iv) GMT Capital Corp. (GMT Capital) with respect to shares of Common Stock beneficially owned by it.
- (v) Thomas E. Claugus, (Mr. Claugus), with respect to the shares of Common Stock directly owned by him and directly owned by each of Bay, Bay II, and the Offshore Fund and GMT Capital separate account clients.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:  
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The address of the business office of each of the Reporting Persons is 2300 Windy Ridge Parkway, Suite 550 South, Atlanta Georgia 30339

ITEM 2(c) CITIZENSHIP:  
-----

Bay and Bay II are limited partnerships organized under the laws of the State of Delaware. The Offshore Fund is an exempted limited partnership organized under the laws of the Cayman Islands. GMT Capital is a Georgia corporation. Mr. Claugus is a United States citizen.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:  
-----

Common Stock, \$0.01 par value

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- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 922,500

2. Bay II Resource Partners, L.P.

- (a) Amount Beneficially owned: 1,192,400
- (b) Percent of Class: 1.6%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,192,400
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,192,400

3. Bay Resource Partners Offshore Master Fund, L.P.
  - (a) Amount Beneficially owned: 3,134,100
  - (b) Percent of Class: 4.2%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 3,134,100
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 3,134,100
4. GMT Capital Corp.
  - (a) Amount Beneficially owned: 5,499,400
  - (b) Percent of Class: 7.3%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 5,499,400
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 5,499,400
5. Thomas E. Claugus
  - (a) Amount Beneficially owned: 5,628,700
  - (b) Percent of Class: 7.5%
  - (c) (i) Sole power to vote or direct the vote: 129,300
    - (ii) Shared power to vote or direct the vote: 5,499,400
    - (iii) Sole power to dispose or direct the disposition: 129,300
    - (iv) Shared power to dispose or direct the disposition: 5,499,400

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

-----  
N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

-----  
GMT Capital, the general partner of Bay and Bay II, has the power to direct the affairs of Bay and Bay II, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and certain other accounts, GMT Capital has power to direct the voting and disposition of shares held by the Offshore Fund and such accounts. Mr. Claugus is the President of GMT Capital and in that capacity directs the operations of each of Bay and Bay II and the voting and disposition of shares held by the Offshore Fund and separate client accounts managed by GMT Capital.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

-----  
N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

-----  
N/A



ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

December 28, 2011

/s/ Thomas E. Claugus

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Thomas E. Claugus, for himself  
and as President of GMT Capital  
Corp., for itself and as the  
general partner of (i) Bay  
Resource Partners, L.P. and (ii)  
Bay II Resource Partners, L.P.,  
and as the investment manager  
of (iii) Bay Resource Partners  
Offshore Master Fund, L.P. and  
(iv) certain other accounts.