

Edgar Filing: Metaldyne Performance Group Inc. - Form 425

Metaldyne Performance Group Inc.  
Form 425  
November 03, 2016

Filed by American Axle & Manufacturing Holdings, Inc.  
(Commission File No. 1-14303)  
Pursuant to Rule 425 of the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934

Subject Company: Metaldyne Performance Group Inc.  
(Commission File No: 1-36774)

November 3, 2016

Dear [Supplier]:

We are pleased to announce AAM has entered into a definitive agreement to acquire Metaldyne Performance Group (MPG). The combination brings together highly complementary businesses and forms a premier global Tier 1 automotive supplier with broad capabilities across driveline, drivetrain and powertrain product lines. We are excited about the opportunities it will provide to our supplier partners.

Until the transaction closes, both companies will continue to operate separately as they do today. You will continue to interface with the AAM team, following the same ordering and payments processes we have in place now. Running the business and executing flawlessly remains our top priority. As with any transaction of this size, the integration process will take time. We plan to keep you informed every step of the way.

We appreciate and thank you for your cooperation and look forward to a continued partnership. Please do not hesitate to contact us at the email address or phone number below if you have any questions.

Sincerely,

Executive Name  
Title

Direct inquiries to:  
AAM Contact Name  
AAM Contact Mailing Address  
AAM Contact E-Mail Address  
AAM Contact Phone Number

### Important Information for Stockholders and Investors

This communication is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of AAM or MPG. Subject to future developments, AAM will file a joint proxy statement/prospectus with the SEC in connection with the proposed transaction. Investors are urged to read the joint proxy statement/prospectus and other documents filed by AAM with the SEC in connection with the proposed transaction when they become available, as these documents will contain important information. Those documents, if and when filed, as well as AAM's other public filings with the SEC, may be obtained without charge at the SEC's website at <http://www.sec.gov> and at AAM's website at <http://www.aam.com>. Investors may also obtain a free copy of the joint proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus from AAM by directing a request to American Axle & Manufacturing, Inc., One Dauch Drive, Detroit, Michigan 48211, USA, Attention: Investor Relations, Telephone: +1 313-758-2404.

### Participants in Solicitation

AAM and its directors, executive officers and other members of its management and employees may be deemed to be participants in a solicitation of proxies from its stockholders in connection with the proposed transaction. Information regarding AAM's directors and executive officers is available in AAM's proxy statement for its 2016 annual meeting of stockholders, which was filed with the SEC on March 24, 2016. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. These documents can be obtained free of charge from the sources indicated above.

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