

TRIMAS CORP
Form 8-K
December 08, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) December 8, 2014

TRIMAS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-10716
(Commission

File Number)

38-2687639
(IRS Employer

Identification No.)

39400 Woodward Avenue, Suite 130, Bloomfield Hills, Michigan

48304

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (248) 631-5400

Not Applicable

(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))

Item 7.01 Regulation FD Disclosure.

On December 8, 2014, TriMas Corporation (the Company) announced that its Board of Directors had approved a plan to pursue a tax-free spin-off of 100% of its Cequent businesses (the Spin-off) into a new stand-alone, publicly traded company (Spinco). Also on December 8, 2014, the Company held a conference call to discuss the proposed Spin-off. The Company's presentation material for the conference call is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

In connection with the announcement of the proposed Spin-off, the Company also announced that, if the Spin-off is completed, Mark Zeffiro, the Company's current Executive Vice President and Chief Financial Officer, would become the President and Chief Executive Officer of Spinco. The completion of the Spin-off is subject to customary conditions, including the final approval by the Company's Board of Directors. The Company's press release announcing the proposed Spin-off is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit

| No. | Description |
|------------|---------------------------------------|
| 99.1 | Spin-off of TriMas Cequent Businesses |
| 99.2 | Press Release dated December 8, 2014 |

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.

TRIMAS CORPORATION

Date: December 8, 2014

By: /s/ Joshua A. Sherbin

Name: Joshua A. Sherbin

Title: Vice President, General Counsel and Corporate
Secretary

EXHIBIT INDEX

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