

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 3
 April 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Barnes David Eugene</p> <p>(Last) (First) (Middle)</p> <p>ONE DAUCH DRIVE</p> <p>(Street)</p> <p>DETROIT,Â MIÂ 48211</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/06/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP & General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barnes David Eugene ONE DAUCH DRIVE DETROIT, MI 48211	Â	Â	Â VP & General Counsel	Â

Signatures

/s/ Laura L. Douglas, attorney
in fact 04/13/2017

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

*If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Surrender of stock to satisfy withholding obligation on vesting of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Beneficially
Owned by
Each
Reporting
Person
With

5.
Sole Voting Power

0

6.
Shared Voting Power

0

7.

Sole Dispositive Power

0

8.

Shared Dispositive Power

0

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

13,942,749 deemed beneficially owned due to reporting person's ownership of Macquarie Investment Management Limited, Delaware Management Holdings Inc. and Delaware Management Business Trust whose individual holdings are shown on the following forms.

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11.

Percent of Class Represented by Amount in Row (9)

0%

12.

Explanation of Responses:

Type of Reporting Person (See Instructions)

CO

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CUSIP No. **92342Y109**

1. Names of Reporting Persons

Macquarie Investment Management Limited

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

Sydney, New South Wales, Australia

5. Sole Voting Power

Number of

Shares 9,535
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 9,535
8. Shared Dispositive Power
With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,535

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

0%

12. Type of Reporting Person (See Instructions)

CO

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CUSIP No. **92342Y109**

1. Names of Reporting Persons

Delaware Management Holdings Inc.

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 Delaware

5. Sole Voting Power

Number of

Shares

Beneficially 13,933,214

6. Shared Voting Power

Owned by

Each

7. Sole Dispositive Power

Reporting

Person

13,933,214

8. Shared Dispositive Power

With

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,933,214 deemed beneficially owned due to reporting person's ownership of Delaware Management Business Trust

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

12.93%

12. Type of Reporting Person (See Instructions)

HC

CUSIP No. **92342Y109**

1. Names of Reporting Persons

Delaware Management Business Trust

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 Delaware

5. Sole Voting Power

Number of

Shares

Beneficially 13,933,214

6. Shared Voting Power

Owned by

Each

7. Sole Dispositive Power

Reporting

Person

13,933,214

8. Shared Dispositive Power

With

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,933,214

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

12.93%

Explanation of Responses:

12. Type of Reporting Person (See Instructions)

IA

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Item 1.

- (a) Name of Issuer

VeriFone Systems Inc.

- (b) Address of Issuer's Principal Executive Offices

2099 Gateway Place, Suite 600, San Jose CA 95110

Item 2.

- (a) Name of Person Filing

This Schedule 13G is jointly filed by Macquarie Group Limited, Macquarie Bank Limited, Macquarie Investment Management Ltd., Delaware Management Holdings, Inc. and Delaware Management Business Trust

- (b) Address of Principal Business Office or, if none, Residence

The principal business address of Macquarie Group Limited, Macquarie Bank Limited and Macquarie Investment Management Ltd. is No.1 Martin Place Sydney, New South Wales, Australia. The principal business address of Delaware Management Holdings Inc. and Delaware Management Business Trust is 2005 Market Street, Philadelphia, PA 19103.

- (c) Citizenship

Macquarie Group Limited, Macquarie Bank Limited, Macquarie Investment Management Ltd.- Sydney, New South Wales, Australia Corporation Delaware Management Holdings Inc. and Delaware Management Business Trust incorporated or formed under the laws of the State of Delaware.

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

92342Y109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

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- (e) x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) x A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. A non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J);
- (k) .. Group, in accordance with § 240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See responses on the cover page hereto.

- (b) Percent of class:

See responses on the cover page hereto.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

See responses on the cover page hereto.

- (ii) Shared power to vote or to direct the vote

0

- (iii) Sole power to dispose or to direct the disposition of

See responses on the cover page hereto.

- (iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Explanation of Responses:

See Exhibit A.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 certify that the information set forth in this statement is true, complete and correct.

Macquarie Group Limited

November 9, 2012
Date

/s/ Gus Wong
Signature

/s/ Heidi Mortensen
Signature

Gus Wong
Attorney-in-Fact

Heidi Mortensen
Associate Director

Macquarie Bank Limited

November 9, 2012
Date

/s/ Gus Wong
Signature

/s/ Heidi Mortensen
Signature

Gus Wong
Attorney-in-Fact

Heidi Mortensen
Associate Director

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

Macquarie Investment Management Limited

November 9, 2012
Date

/s/ Gus Wong
Signature

/s/ Heidi Mortensen
Signature

Gus Wong
Attorney-in-Fact

Heidi Mortensen
Associate Director

Delaware Management Holdings, Inc

November 9, 2012
Date

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/s/ Brian L. Murray
Signature

Brian L. Murray
Chief Compliance Officer

Delaware Management Business Trust

November 9, 2012
Date

/s/ Brian L. Murray
Signature

Brian L. Murray
Chief Compliance Officer

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EXHIBIT A

AGREEMENT TO FILE JOINT ACQUISITION STATEMENTS

AGREEMENT made this 6th day of FEBRUARY, 2012 by and between Delaware Investments Family of Funds listed on Annex A hereto, Delaware Management Business Trust, Delaware Management Holdings, Inc, and the Macquarie Parties listed on Annex B hereto (collectively referred to as the parties).

WHEREAS, the parties hereto may be deemed to be the direct or indirect beneficial owners of the same equity securities for the purpose of the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and

WHEREAS, the regulations promulgated under Section 13(d) of the Exchange Act permit the joining of such beneficial owners in the filing of a single Joint Acquisition Statement reporting such ownership to the Securities and Exchange Commission.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and each of the parties hereto intending to be legally bound, it is agreed as follows:

1. In the event that any two or more parties shall be deemed to be the direct or indirect beneficial owners of the same equity security required to be reported to the Securities and Exchange Commission such parties may join together in the filing of a Joint Acquisition Statement with respect to that security. Additional persons who may after the date hereof be deemed to be the direct or indirect beneficial owners of the same equity security as a party hereto and required to be reported to the Securities and Exchange Commission (a New Party) may be added as a party this agreement by signing a counterpart hereof. An amendment to this agreement is deemed effective upon the signature of such new party and the amendment of the applicable Annex which may be affixed to this agreement as amended. Each party hereto agrees that this agreement, as it may be amended from time to time as provided herein, is a valid and binding agreement of each such party.
2. With respect to each Joint Acquisition Statement in which a party joins, each party acknowledges that (a) it will be eligible under applicable regulations of the Securities and Exchange Commission to join in the filing and (b) it will be responsible for the timely filing of such statement and any amendments thereto and the completeness and accuracy of the information concerning such party; but each such party shall not be responsible for the completeness and accuracy of the information concerning the other parties making the filing, unless such party knows or has reason to believe that such information with respect to such other parties is inaccurate.
3. The parties consent to the inclusion of a copy of this agreement as an exhibit to any Joint Acquisition Statement filed on behalf of any of them.

IN WITNESS WHEREOF, the parties hereto have executed this agreement by their duly authorized officers as of the date set forth above.

DELAWARE INVESTMENTS FAMILY OF FUNDS (listed on Annex A hereto)

ATTEST BY:

/s/ Brian L. Murray
Signature

/s/ David P. O Connor
Signature

Brian L. Murray

David P/ O Connor

Chief Compliance Officer

General Counsel

DELAWARE MANAGEMENT BUSINESS TRUST

/s/ Brian L. Murray
Signature

/s/ David P. O Connor
Signature

Brian L. Murray

David P/ O Connor

Chief Compliance Officer

General Counsel

DELAWARE MANAGEMENT HOLDINGS, INC.

/s/ Brian L. Murray
Signature

/s/ David P. O Connor
Signature

Brian L. Murray

David P/ O Connor

Chief Compliance Officer

General Counsel

THE MACQUARIE PARTIES (LISTED ON ANNEX B HERETO)

ATTEST BY:

/s/ Gus Wong
Signature

/s/ Heidi Mortensen
Signature

Gus Wong

Heidi Mortensen

Attorney-in-Fact

Attorney-in-Fact

JOINT FILING AGREEMENT AMENDMENT

Macquarie Americas Corp. may be deemed to be a direct or indirect beneficial owner of the same equity securities for the purpose of the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended, as the parties to the Joint Filing Agreement dated February 6th, 2012 and hereby agree to become a Macquarie party thereto by execution of the below counterpart to such agreement.

IN WITNESS WHEREOF, the parties hereto have executed this agreement by their duly authorized officers on March 2, 2012.

MACQUARIE AMERICAS CORP.

ATTEST BY:

/s/ Paul Beck
Signature

Paul Beck
Executive Director

/s/ Brian Hughes
Signature

Brian Hughes
Executive Director

JOINT FILING AGREEMENT AMENDMENT

Macquarie Group (US) Holdings No. 1 Pty Ltd. may be deemed to be a direct or indirect beneficial owner of the same equity securities for the purpose of the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended, as the parties to the Joint Filing Agreement dated February 6th, 2012 and hereby agree to become a Macquarie party thereto by execution of the below counterpart to such agreement.

IN WITNESS WHEREOF, the parties hereto have executed this agreement by their duly authorized officers on September 20, 2012.

Macquarie Group (US) Holdings No. 1 Pty Ltd

ATTEST BY:

/s/ Heidi Mortensen
Signature

Heidi Mortensen

Attorney-in-Fact

/s/ Gus Wong
Signature

Gus Wong

Attorney-in-Fact

Annex A Delaware Investments Family of Funds

DELAWARE GROUP EQUITY FUNDS I

DELAWARE GROUP EQUITY FUNDS II

DELAWARE GROUP EQUITY FUNDS III

DELAWARE GROUP EQUITY FUNDS IV

DELAWARE GROUP EQUITY FUNDS V

DELAWARE GROUP INCOME FUNDS

DELAWARE GROUP LIMITED-TERM GOVERNMENT FUNDS

DELAWARE GROUP CASH RESERVE

DELAWARE GROUP GOVERNMENT FUND

DELAWARE GROUP STATE TAX-FREE INCOME TRUST

DELAWARE GROUP TAX-FREE FUND

DELAWARE GROUP GLOBAL & INTERNATIONAL FUNDS

DELAWARE GROUP TAX-FREE MONEY FUND

DELAWARE GROUP ADVISER FUNDS

DELAWARE VIP TRUST

DELAWARE POOLED TRUST

DELAWARE GROUP FOUNDATION FUNDS

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.

DELAWARE ENHANCED GLOBAL DIVIDEND AND INCOME FUND

VOYAGEUR INSURED FUNDS

VOYAGEUR INTERMEDIATE TAX FREE FUNDS

VOYAGEUR MUTUAL FUNDS

VOYAGEUR MUTUAL FUNDS II

VOYAGEUR MUTUAL FUNDS III

VOYAGEUR TAX FREE FUNDS

DELAWARE INVESTMENTS COLORADO MUNICIPAL INCOME FUND, INC.

DELAWARE INVESTMENTS NATIONAL MUNICIPAL INCOME FUND

Explanation of Responses:

Annex B the Macquarie Parties

Macquarie Group Limited

Macquarie Bank Limited

Macquarie Affiliated Managers (USA) Inc.

Macquarie Affiliated Managers Holdings (USA) Inc.

Macquarie Americas Holdings Pty Ltd.

Macquarie B.H. Pty Limited

Macquarie FG Holdings Inc.

Macquarie Funding Holdings Inc.

Macquarie Investment Management Limited

Macquarie Americas Corp.

Macquarie Group (US) Holdings No. 1 Pty Ltd

EXHIBIT B

Powers of Attorney for Macquarie Group Limited and Macquarie Bank Limited incorporated by reference to 13G filings made by Macquarie Group Limited and Macquarie Bank Limited on September 9, 2011.

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