

TRIMAS CORP  
Form SC 13D  
March 20, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
(Amendment No. n/a)\*

**TriMas Corporation**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**896215209**

(CUSIP Number)

**Daniel P. Tredwell**

**Heartland Industrial Associates L.L.C.**

**177 Broad Street, 10th Floor**

**Stamford, Connecticut 06901**

**(203) 327-1202**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**Copies to:**

**Charles J. Downey III, Esq.**

**Finn Dixon & Herling LLP**

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177 Broad Street, 15th Floor

Stamford, Connecticut 06901-2048

(203) 325-5000

March 17, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.12d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* 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 the disclosures provided in a prior cover page.

The information required in 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 ( 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. 896215209

1. Names of Reporting Persons  
Heartland Industrial Associates, L.L.C.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Source of Funds  
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
- |  |     |  |
|--|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 7.  | Sole Voting Power<br>0 Shares of Common Stock                  |
|  | 8.  | Shared Voting Power<br>15,091,275 Shares of Common Stock       |
|  | 9.  | Sole Dispositive Power<br>0 Shares of Common Stock             |
|  | 10. | Shared Dispositive Power<br>15,091,275 Shares of Common Stock. |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
15,091,275 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
43.8%
14. Type of Reporting Person  
OO

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CUSIP No. 896215209

1. Names of Reporting Persons  
Heartland Industrial Partners, L.P.
  2. Check the Appropriate Box if a Member of a Group
 

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
  3. SEC Use Only
  4. Source of Funds  
WC
  5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Delaware
- |     |   |
|-----|---|
| 7.  | Sole Voting Power<br>0 Shares of Common Stock                 |
| 8.  | Shared Voting Power<br>14,049,606 Shares of Common Stock      |
| 9.  | Sole Dispositive Power<br>0 Shares of Common Stock            |
| 10. | Shared Dispositive Power<br>14,049,606 Shares of Common Stock |
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,049,606 Shares of Common Stock
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
41.8%
  14. Type of Reporting Person  
PN

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CUSIP No. 896215209

1. Names of Reporting Persons  
TriMas Investment Fund I, L.L.C.
2. Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
3. SEC Use Only
4. Source of Funds  
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
- |  |     |   |
|--|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 7.  | Sole Voting Power<br>0 Shares of Common Stock                 |
|  | 8.  | Shared Voting Power<br>11,805,779 Shares of Common Stock      |
|  | 9.  | Sole Dispositive Power<br>0 Shares of Common Stock            |
|  | 10. | Shared Dispositive Power<br>11,805,779 Shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,805,779 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
35.1%
14. Type of Reporting Person  
OO

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CUSIP No. 896215209

1. Names of Reporting Persons  
Metaldyne Investment Fund I, L.L.C.
2. Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
3. SEC Use Only
4. Source of Funds  
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
- |  |     |  |
|--|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 7.  | Sole Voting Power<br>0 Shares of Common Stock                |
|  | 8.  | Shared Voting Power<br>2,243,827 Shares of Common Stock      |
|  | 9.  | Sole Dispositive Power<br>0 Shares of Common Stock           |
|  | 10. | Shared Dispositive Power<br>2,243,827 Shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,243,827 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
6.7%
14. Type of Reporting Person  
OO

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CUSIP No. 896215209

1. Names of Reporting Persons  
HIP Side-by-Side Partners, L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
3. SEC Use Only
4. Source of Funds  
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |  |     |  |
|--|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 7.  | Sole Voting Power<br>0 Shares of Common Stock              |
|  | 8.  | Shared Voting Power<br>835,339 Shares of Common Stock      |
|  | 9.  | Sole Dispositive Power<br>0 Shares of Common Stock         |
|  | 10. | Shared Dispositive Power<br>835,339 Shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
835,339 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
2.5%
14. Type of Reporting Person  
PN

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CUSIP No. 896215209

1. Names of Reporting Persons  
TriMas Investment Fund II, L.L.C.
2. Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
3. SEC Use Only
4. Source of Funds  
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
- |  |     |  |
|--|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 7.  | Sole Voting Power<br>0 Shares of Common Stock              |
|  | 8.  | Shared Voting Power<br>173,378 Shares of Common Stock      |
|  | 9.  | Sole Dispositive Power<br>0 Shares of Common Stock         |
|  | 10. | Shared Dispositive Power<br>173,378 Shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
173,378 Shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
0.5%
14. Type of Reporting Person  
OO



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CUSIP No. 896215209

1. Names of Reporting Persons  
Metaldyne Investment Fund II, L.L.C.
  2. Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
  3. SEC Use Only
  4. Source of Funds  
WC
  5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
  6. Citizenship or Place of Organization  
Delaware
  7. Sole Voting Power  
0 Shares of Common Stock
  8. Shared Voting Power  
32,952 Shares of Common Stock
  9. Sole Dispositive Power  
0 Shares of Common Stock
  10. Shared Dispositive Power  
32,952 Shares of Common Stock
  11. Aggregate Amount Beneficially Owned by Each Reporting Person  
32,952 Shares of Common Stock
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
  13. Percent of Class Represented by Amount in Row (11)  
0.1%
  14. Type of Reporting Person  
OO
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With: