

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**TRIMAS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**38-2687639**  
(I.R.S. Employer  
Identification No.)

39400 Woodward Avenue, Suite 130  
Bloomfield Hills, Michigan 48304  
(Address of Principal Executive Offices)(Zip Code)

TRIMAS CORPORATION 2011 OMNIBUS  
INCENTIVE COMPENSATION PLAN  
(Full title of the plan)

Joshua A. Sherbin  
Vice President, General Counsel and Corporate Secretary  
TriMas Corporation  
39400 Woodward Avenue, Suite 130  
Bloomfield Hills, Michigan 48304  
Telephone: (248) 631-5497  
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,000,000	\$37.73	\$75,460,000	\$10,292.75

- (1) This Registration Statement also covers such additional shares of common stock, par value \$0.01 per share (the "**Common Stock**"), of TriMas Corporation, a Delaware corporation (the "**Registrant**"), as may become issuable pursuant to the anti-dilution provisions of the TriMas Corporation 2011 Omnibus Incentive Compensation Plan (the "**Plan**").
- (2) Estimated solely for calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act of 1933 (the "**Securities Act**") on the basis of the average of the high and low prices of the Common Stock on the NASDAQ Global Select Market on August 9, 2013, within five business days prior to filing.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by the Registrant for the purpose of registering an additional 2,000,000 shares of Common Stock under the Plan. Total awards under the Plan will not exceed in the aggregate 2,850,000 shares of Common Stock. Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of its Registration Statement on Form S-8, Registration No. 333-179761, relating to the Plan, except that the provisions contained in Part II of such earlier Registration Statement are modified as set forth in this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "**Commission**") pursuant to the Securities Act and the Securities Exchange Act of 1934 (the "**Exchange Act**") are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K (File No. 001-10716) for the year ended December 31, 2012, filed with the Commission on February 26, 2013;
- (b) The Registrant's Quarterly Reports on Form 10-Q (File No. 001-10716) for the quarterly period ended March 31, 2013, filed with the Commission on April 25, 2013, and for the quarterly period ended June 30, 2013, filed with the Commission on July 25, 2013;
- (c) The Registrant's Current Reports on Form 8-K (File No. 001-10716), filed with the Commission on January 11, 2013, February 25, 2013, March 5, 2013, March 6, 2013, March 14, 2013, March 28, 2013, May 14, 2013 and August 5, 2013; and
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 000-17285), filed with the Commission on August 21, 2009.

In addition, all documents the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

##### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1(a)	Fourth Amended and Restated Certificate of Incorporation of TriMas Corporation.
4.2(b)	Second Amended and Restated By-laws of TriMas Corporation.
4.3(c)	TriMas Corporation 2011 Omnibus Incentive Compensation Plan.
4.4(d)	Amendment No. 1 to the TriMas Corporation 2011 Omnibus Incentive Compensation Plan.

- 
- 5.1 Opinion of Jones Day.
  - 23.1 Consent of KPMG LLP, independent registered public accounting firm.
  - 23.2 Consent of Jones Day (contained in its opinion filed as Exhibit 5.1 hereto).

- (a) Incorporated by reference to Exhibit 3.1 filed with the Registrant's Quarterly Report on Form 10-Q (File No. 001-10716), filed on August 3, 2007.
- (b) Incorporated by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K (File No. 001-10716), filed on February 18, 2011.
- (c) Incorporated by reference to Exhibit 99.1 filed with the Registrant's Current Report on Form 8-K (File No. 001-10716), filed on April 4, 2011.
- (d) Incorporated by reference to Appendix A filed with the Registrant's Definitive Proxy Statement (File No. 001-10716), filed on April 5, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on August 16, 2013.

**TRIMAS CORPORATION:**

By: /s/ David M. Wathen  
David M. Wathen, C.E.O. & President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David M. Wathen</u> David M. Wathen	Chief Executive Officer, President and Director	August 16, 2013
<u>/s/ A. Mark Zeffiro</u> A. Mark Zeffiro	Chief Financial Officer	August 16, 2013
<u>/s/ Paul A. Swart</u> Paul A. Swart	Controller and Chief Accounting Officer	August 16, 2013
<u>/s/ Samuel Valenti III</u> Samuel Valenti III	Chairman of the Board of Directors	August 16, 2013
<u>/s/ Marshall A. Cohen</u> Marshall A. Cohen	Director	August 16, 2013
<u>/s/ Richard M. Gabrys</u> Richard M. Gabrys	Director	August 16, 2013
<u>/s/ Eugene A. Miller</u> Eugene A. Miller	Director	August 16, 2013
<u>/s/ Daniel P. Tredwell</u> Daniel P. Tredwell	Director	August 16, 2013

## EXHIBIT INDEX

Exhibit No.	Description
4.1(a)	Fourth Amended and Restated Certificate of Incorporation of TriMas Corporation.
4.2(b)	Second Amended and Restated By-laws of TriMas Corporation.
4.3(c)	TriMas Corporation 2011 Omnibus Incentive Compensation Plan.
4.4(d)	Amendment No. 1 to the TriMas Corporation 2011 Omnibus Incentive Compensation Plan.
5.1	Opinion of Jones Day.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Jones Day (contained in its opinion filed as Exhibit 5.1 hereto).
(a)	Incorporated by reference to Exhibit 3.1 filed with the Registrant's Quarterly Report on Form 10-Q (File No. 001-10716), filed on August 3, 2007.
(b)	Incorporated by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K (File No. 001-10716), filed on February 18, 2011.
(c)	Incorporated by reference to Exhibit 99.1 filed with the Registrant's Current Report on Form 8-K (File No. 001-10716), filed on April 4, 2011.
(d)	Incorporated by reference to Appendix A filed with the Registrant's Definitive Proxy Statement (File No. 001-10716), filed on April 5, 2013.

# JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114.1190  
 TELEPHONE: +1.216.586.3939 • FACSIMILE: +1.216.579.0212

August 16, 2013

TriMas Corporation  
 39400 Woodward Avenue, Suite 130  
 Bloomfield Hills, MI 48304

Re: Registration Statement on Form S-8 Filed by TriMas Corporation

Ladies and Gentlemen:

We have acted as counsel for TriMas Corporation, a Delaware corporation (the “*Company*”), in connection with the Company’s 2011 Omnibus Incentive Compensation Plan (the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the additional 2,000,000 shares (the “*Shares*”) of common stock, par value \$0.01 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

ALKHOBAR • ATLANTA • BEIJING • BOSTON • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DUBAI  
 DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES • MADRID  
 MEXICO CITY • MILAN • MOSCOW • MUNICH • NEW YORK • PARIS • PITTSBURGH • RIYADH • SAN DIEGO  
 SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
TriMas Corporation:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

Our report dated February 26, 2013 on the effectiveness of internal control over financial reporting as of December 31, 2012, contains an explanatory paragraph stating that TriMas Corporation acquired Arminak & Associates (“Arminak”) during 2012 and management excluded from its assessment of the effectiveness of TriMas Corporation’s internal control over financial reporting as of December 31, 2012, Arminak’s internal control over financial reporting associated with total assets of \$102.2 million, which represented 9.0% of TriMas Corporation’s consolidated assets at December 31, 2012, and net sales of \$65.9 million, which represented 5.2% of TriMas Corporation’s consolidated total net sales for 2012. Our audit of internal control over financial reporting of TriMas Corporation also excluded an evaluation of the internal control over financial reporting of Arminak.

/s/ KPMG LLP

Detroit, Michigan  
August 14, 2013