
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-3
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)

3452
(Primary Standard Industrial
Classification Code Number)

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

**39400 Woodward Avenue, Suite 130
Bloomfield Hills, Michigan 49304
(248) 631-5450**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Joshua A. Sherbin, Esq.
General Counsel
TriMas Corporation
39400 Woodward Avenue, Suite 130
Bloomfield Hills, Michigan 49304
(248) 631-5450**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Jonathan A. Schaffzin, Esq.
Douglas S. Horowitz, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005
(212) 701-3000**

Approximate date of commencement of proposed sale to the public: As soon as possible after the registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration Statement No. 333-172525

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered (1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$0.01 per share	\$16,195,000	\$2,209.00

- (1) The registrant previously registered an aggregate amount of \$250,000,000 of securities on the Registration Statement on Form S-3 (Registration No. 333-172525). Immediately prior to the filing of this registration statement pursuant to Rule 462(b) promulgated under the Securities Act, an aggregate amount of \$167,000,000 of the securities remained eligible for issuance under the Registration Statement on Form S-3 (Registration No. 333-172525). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (Registration No. 333-172525) are being registered.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate amount of \$250,000,000 of securities on the Registration Statement on Form S-3 (Registration No. 333-172525), for which a filing fee of \$58,147 was previously paid.

Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by TriMas Corporation (the “Company”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-172525), which was declared effective by the Securities and Exchange Commission (“SEC”) on April 15, 2011 (the “Initial Registration Statement”), including each of the documents filed by the Company with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

This Registration Statement is being filed with respect to the registration of an additional \$16,195,000 aggregate maximum amount of Common Stock of the Company, which is described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on the 10th day of September, 2013.

TriMas Corporation

By: /s/ DAVID M. WATHEN

Name: David M. Wathen

Title: President and Chief Executive Officer

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 dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DAVID M. WATHEN</u> David M. Wathen	President and Chief Executive Officer (Principal Executive Officer) and Director	September 10, 2013
<u>/s/ A. MARK ZEFFIRO</u> A. Mark Zeffiro	Chief Financial Officer (Principal Financial Officer)	September 10, 2013
<u>/s/ PAUL A. SWART</u> Paul A. Swart	Controller and Chief Accounting Officer (Principal Accounting Officer)	September 10, 2013
<u>*</u> Samuel Valenti III	Chairman of the Board of Directors	September 10, 2013
<u>*</u> Marshall A. Cohen	Director	September 10, 2013
<u>*</u> Richard M. Gabrys	Director	September 10, 2013
<u>*</u> Eugene A. Miller	Director	September 10, 2013
<u>*</u> Daniel P. Tredwell	Director	September 10, 2013
<u>* /s/ Joshua A. Sherbin</u> Joshua A. Sherbin	Attorney in Fact	September 10, 2013

EXHIBIT INDEX

The following documents are filed as exhibits to this registration statement:

- 5.1 Opinion of Cahill Gordon & Reindel LLP regarding the legality of the securities being registered.
- 23.1 Consent of Cahill Gordon & Reindel LLP (included in Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 24.1 Power of Attorney (filed with the Registration Statement on Form S-3 (File No. 333-172525)).

[Cahill Gordon & Reindel LLP Letterhead]

212-701-3000

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

September 10, 2013

Re: TriMas Corporation
Registration Statement on
Form S-3

Ladies and Gentlemen:

We have acted as special counsel to TriMas Corporation, a Delaware corporation (the "Company") in connection with the registration statement on Form S-3 to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on the date hereof (the "462(b) Registration Statement"). The 462(b) Registration Statement relates to the registration of \$16,195,000 aggregate maximum amount of the Company's common stock, par value \$0.01 per share (the "Offered Common Stock"). The 462(b) Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-172525), which was declared effective by the Commission on April 15, 2011 (the "Registration Statement"), allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Act. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In rendering the opinion set forth herein, we have examined originals, photocopies or conformed copies certified to our satisfaction of all such corporate records, agreements, instruments and documents of the Company, certificates of public officials and other certificates and opinions, and we have made such other investigations, as we have deemed necessary in connection with the opinions set forth herein. In our examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as photocopies or conformed copies.

In connection with the opinion expressed below, we have assumed that at or prior to the time of delivery of any Offered Common Stock:

(i) the Registration Statement and the 462(b) Registration Statement have become effective under the Act;

(ii) an appropriate prospectus supplement or term sheet with respect to the Offered Common Stock has been prepared, delivered and filed in compliance with the Act and the applicable rules and regulations promulgated thereunder;

(iii) an underwriting agreement with respect to the Offered Common Stock has been duly authorized, executed and delivered by the Company and the other parties thereto;

(iv) the Board of Directors of the Company, including any appropriate committee appointed thereby, and appropriate officers of the Company, have taken all necessary corporate action to approve the issuance of the Offered Common Stock and related matters; and

(v) the terms of the issuance and sale of the Offered Common Stock have been duly established in conformity with the Certificate of Incorporation, By-laws or other organizational documents of the Company so as not to violate any applicable law, the Certificate of Incorporation, By-laws or other organizational documents of the Company or result in default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.

Subject to the qualifications and limitations set forth in this opinion, we are of the opinion that the Offered Common Stock, when issued and sold in the manner contemplated by the 462(b) Registration Statement, the Registration Statement and in accordance with the applicable underwriting or purchase agreement or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable.

In rendering this opinion we express no opinion as to the laws of any jurisdiction other than the laws of the State of New York, the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. In giving this 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 Commission promulgated thereunder.

Very truly yours,

/s/ Cahill Gordon & Reindel LLP

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
September 10, 2013