

**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) **August 12, 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
(Address of principal executive offices)

48304
(Zip Code)

Registrant's telephone number, including area code **(248) 631-5450**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 18, 2014, TriMas Corporation (the “Company”) announced the retirement of Lynn Brooks, effective as of August 15, 2014, from the position of president of the Packaging Systems segment of the Company. On August 18, 2014, the Company also announced the appointment of David M. Pritchett as president of the Packaging Systems segment to succeed Mr. Brooks, effective as of such date.

The Company and Mr. Brooks have also entered into a letter agreement, dated as of August 12, 2014 (the “Letter Agreement”), to provide for the orderly transition of his duties and responsibilities to Mr. Pritchett and to set forth the compensation agreement between Mr. Brooks and the Company for the Employment Period (as defined below).

Under the Letter Agreement, Mr. Brooks will remain employed by the Company until December 31, 2015 (the “Employment Period”) as the Advisor to the President of Packaging Systems, assisting with, among other matters, the transition of duties and responsibilities to Mr. Pritchett. During the Employment Period, Mr. Brooks will be eligible to:

- receive his base salary at his current annual rate of \$454,800 (inclusive of a supplemental allowance paid in lieu of life insurance formerly provided) through December 31, 2014 and, for the period January 1, 2015 through December 31, 2015, receive a base salary of \$200,000;
- continue to receive a short term incentive award under the Company’s short term incentive plan related to 2014 at the same time and in the same manner that awards under this plan are paid, provided that any portion of such award ordinarily deferred and paid in the form of an equity grant under the plan will be paid in cash at the time of payment of the balance of the incentive award; and
- participate in the Company’s retirement savings, health and welfare and other employee benefit plans pursuant to the terms of such plans if permitted by law (provided that with effect from January 1, 2015, he will be ineligible to accrue additional benefits under the Company’s supplemental executive retirement plan or compensation limit restoration plan).

With effect from January 1, 2015, Mr. Brooks, however, will be ineligible to:

- participate in the Company’s executive severance and change of control plan; and
- receive new awards pursuant to the Company’s short term incentive and long term incentive plans.

As also reflected in the Letter Agreement, the Compensation Committee of the Board of Directors of the Company has agreed that restricted stock and performance units previously granted to Mr. Brooks and scheduled to vest in 2016 and 2017 will continue to vest otherwise in accordance with terms set forth in the respective grant agreements, notwithstanding Mr. Brooks’ separation from the Company effective as of December 31, 2015 and provided that the restricted stock units shall vest as of such date.

Item 8.01 Other Events.

On August 18, 2014, TriMas issued a press release announcing the retirement of Mr. Brooks and appointment of Mr. Pritchett. A copy of the press release is attached hereto as Exhibit 99.1, which is incorporated by reference herein.

The information furnished pursuant to this Item 8.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of TriMas under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
10.1	Letter Agreement
99.1	Press release dated August 18, 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: August 18, 2014

By: /s/ Joshua A. Sherbin
Joshua A. Sherbin
Vice President, General Counsel and Secretary

Exhibit Index

Exhibit	Description
10.1	Letter Agreement
99.1	Press release dated August 18, 2014



August 12, 2014

Lynn Brooks

Via E-mail: Lbrooks@riekecorp.com

Dear Lynn:

Reference is hereby made to our recent conversations concerning your future employment with Rieke Corporation ("Rieke"). As discussed, effective August 15, 2014 you will resign from your position as President of Packaging Systems and assume the role of Advisor to the President of Packaging Systems. Your current salary, bonus, perquisites and benefits will remain the same for the remainder of 2014. Your bonus accrued with respect to 2014 will be paid in the ordinary course in accordance with the terms of the TriMas Short Term Incentive Plan, provided that the portion of your bonus deferred and paid in the form of equity under the plan will be paid in cash at the same time in 2015 as the balance of your earned bonus. Effective January 1, 2015, your new base salary will be \$200,000 ("Salary"). In addition to your Salary, you will remain eligible to participate in the TriMas Corporation health and welfare benefits program and entitled to a 401(k) employer match, performance match and a quarterly pension contribution (collectively, the "Health, Welfare and Retirement Benefits").

Your Salary and Health, Wealth and Retirement Benefits represent your entire compensation package for 2015. For the avoidance of doubt, effective January 1, 2015, you are no longer eligible for any bonus, perquisites or other benefits commensurate with your previous role as President of Packaging Systems, such as benefits under the Supplemental Executive Retirement Plan, Compensation Limit Restoration Plan, Executive Severance and Change in Control Policy, Flexible Allowance Plan, TriMas Long Term Equity Incentive Plan and TriMas Short Term Incentive Plan.

With respect to your outstanding equity awards, the restricted stock and performance units that were previously granted to you, but have not yet vested will vest as noted below and in accordance with the performance metrics set forth in the respective grant agreements. As of today, you have a total of 12,539 shares of restricted stock scheduled to vest as follows: 7,596 on March 1, 2015, 3,381 on March 1, 2016 and 1,563 on March 1, 2017. These restricted stock grants shall vest as follows: (i) as scheduled in the grant agreement for shares vesting on March 1, 2015, and (ii) for shares vesting in 2016 and 2017, as of December 31, 2015, provided you remain a Rieke employee as of such date. You also have a total of 14,351 performance units. The total number of shares earned is determined after each three-year performance period, and earned shares will vest and be distributed accordingly, notwithstanding your separation from the Rieke effective December 31, 2015. Assuming target performance is achieved, 4,209 shares are scheduled to vest on March 1, 2015, 5,454 shares are scheduled to vest on March 1, 2016 and 4,688 shares are scheduled to vest on March 1, 2017.

In consideration of the foregoing, you have agreed for a period of 24 months following the termination of your employment with Rieke to refrain from either directly or indirectly (i) engaging, whether on your own account or jointly with others, as a principal, stockholder, partner, member, employee, officer, agent,

consultant or in any other advisory capacity in any business which designs, develops, manufactures, distributes, sells or markets the type of products or services sold, distributed or provided by Rieke or its affiliates within the Packaging division of TriMas Corporation ("Affiliates") during the one year period prior to the date of employment termination (the "Business"); (ii) employing, soliciting or accepting the performance of services by any active employee of Rieke or any of its Affiliates who is employed primarily in connection with the Business, unless such employee responded to a general, non-targeted recruitment effort; (iii) inducing any active employee of Rieke or its Affiliates to leave their employment; and (iv) soliciting for business any person who is a customer or former customer of Rieke or any of its Affiliates, unless such person ceased to have been a customer for a period of at least six months as of the time of such solicitation. The restrictions set forth in subpart (i) of this paragraph shall not prevent you from owning, directly or indirectly, not more than five percent of the equity interests in any entity engaged in the Business that is listed or traded on a national securities exchange or in an over-the-counter securities market.

Lynn, thank you again for your excellent leadership over the years to our organization. We look forward to continuing our relationship with you as you transition into retirement which is anticipated to become effective December 31, 2015. Please acknowledge your understanding and recognition of the reasonableness of the terms of this letter and agreement to be bound by the same by signing in the space provided below and returning a signed copy to me. Please contact me with any questions.

Very Truly Yours,

/s/David Wathen

David Wathen, Chief Executive Officer

AGREED AND ACKNOWLEDGED, this 12th day of August, 2014

/s/ Lynn Brooks

Lynn Brooks



FOR IMMEDIATE RELEASE

CONTACT: Christine Parker
Communications Specialist
(248) 631-5438
christineparker@trimascorp.com

TRIMAS CORPORATION ANNOUNCES LYNN BROOKS TO RETIRE AS PRESIDENT OF PACKAGING BUSINESSES; DAVID PRITCHETT TO BE PRESIDENT

BLOOMFIELD HILLS, Michigan, August 18, 2014 – TriMas Corporation (NASDAQ: TRS) – a diversified global manufacturer of engineered and applied products – announced today the transition of leadership within its Packaging business segment. Lynn Brooks, president of Rieke Packaging Systems, announced he will retire as president. David Pritchett, currently executive vice president at Rieke, will succeed Brooks as president of Rieke Packaging Systems, effective August 15, 2014. Brooks will remain with the company in an advisory role. Pritchett will report directly to TriMas President and Chief Executive Officer David Wathen.

The Packaging segment designs, manufactures, and distributes highly engineered closure and dispensing products for a broad range of end markets, and is comprised of Rieke Packaging Systems®, Arminak & Associates®, Innovative Molding, Englass®, Lion Holdings and Hz Stolz.

“We thank Lynn for his guidance, expertise and leadership over the Packaging segment during the last 18 years. We are fortunate he is staying with the corporation in an advisory role,” said Wathen. “We are pleased David has accepted the appointment as president. His proven career experience and leadership with Rieke will enable him to lead one of our top growth platforms into the future.”

Brooks was appointed to his current role in 1996, and is also an executive officer of TriMas Corporation. Since joining Rieke in 1978, Brooks has served in a number of executive positions including corporate controller, vice president and general manager. Before joining Rieke, he was a Certified Public Accountant with Ernst & Young in Toledo, Ohio and Fort Wayne, Indiana.

Pritchett joined Rieke in 1996 as business development director, and has held various positions of increasing responsibility, including vice president of the dispensing group, vice president of corporate development and vice president of product/business development. Prior to joining Rieke, he spent seven years at TI Group and two years at Rolls Royce Aerospace.

Pritchett is a mechanical and aeronautical engineer, and holds bachelors of Mechanical, Management and Aeronautical degrees, and a Master of Business Administration degree from the University of Derby in the United Kingdom.

About TriMas

Headquartered in Bloomfield Hills, Michigan, TriMas Corporation (NASDAQ: TRS) provides engineered and applied products for growing markets worldwide. TriMas is organized into six reportable segments: Packaging, Energy, Aerospace & Defense, Engineered Components, Cequent APEA and Cequent Americas. TriMas has approximately 6,000 employees at more than 60 facilities in 19 countries. For more information, visit www.trimascorp.com.

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