

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form 8-K  
May 02, 2016

**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): April 26, 2016**

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-6615**  
**(Commission**  
**File Number)**

**95-2594729**  
**(IRS Employer**  
**Identification No.)**

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**26600 Telegraph Road, Suite 400**

**Southfield, Michigan**  
**(Address of Principal Executive Offices)**

**48033**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (248) 352-7300**

**(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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders**

On April 26, 2016, Superior Industries International, Inc. ( Superior or the Company ) held its 2016 Annual Meeting of Shareholders (the Annual Meeting ). Set forth below are the tentative voting totals. The results are preliminary and are subject to change pursuant to a customary review and challenge period, after which IVS Associates, Inc. ( IVS ), the independent inspector of elections for the Annual Meeting, will certify the results. We will file an amendment to this Current Report on Form 8-K to disclose the final voting results after we receive a certified report from IVS.

*Proposal One: Election of Directors*

| <b>Director Nominees</b> | <b>Votes For</b> | <b>Votes Withheld</b> |
|--------------------------|------------------|-----------------------|
| Michael R. Bruynesteyn   | 21,027,290       | 100,719               |
| Margaret S. Dano         | 17,598,882       | 101,184               |
| Jack A. Hockema          | 20,971,840       | 156,169               |
| Paul J. Humphries        | 20,792,377       | 335,632               |
| James S. McElya          | 20,825,116       | 302,893               |
| Timothy C. McQuay        | 17,372,096       | 327,970               |
| Donald J. Stebbins       | 21,034,059       | 93,950                |
| Francisco S. Uranga      | 17,388,073       | 311,993               |
| Matthew Goldfarb         | 3,438,701        | 0                     |
| F. Jack Liebau, Jr.      | 3,438,701        | 0                     |
| Ryan J. Morris           | 3,438,701        | 0                     |

*Proposal Two: Advisory Vote on Compensation of Named Executive Officers*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 11,913,221 | 5,975,465      | 3,239,323      |

*Proposal Three: Approval of the material terms of the performance goals under Superior Industries International, Inc. Annual Incentive Performance Plan*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 17,637,839 | 260,392        | 3,229,778      |

*Proposal Four: Consideration of a proxy access amendment to the Bylaws*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 14,921,479 | 2,425,990      | 197,078        |

*Proposal Five: Ratification of Independent Registered Public Accounting Firm*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 21,855,373 | 646,511        | 78,387         |

**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.

SUPERIOR INDUSTRIES INTERNATIONAL, INC.  
(Registrant)

Date: May 2, 2016

/s/ Kerry A. Shiba  
Kerry A. Shiba  
Executive Vice President and Chief Financial Officer