

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form 8-K  
April 26, 2017

**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 25, 2017**

**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.)**

**26600 Telegraph Road, Suite 400**

**48033**

**Southfield, Michigan**  
**(Address of Principal Executive Offices)** **(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(e) of the Exchange Act

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

At the 2017 Annual Meeting of Stockholders (the Annual Meeting ) of Superior Industries International, Inc. ( Superior ), the Board of Directors of Superior (the Board ) appointed Timothy C. McQuay as Chairman of the Board following the retirement of Margaret S. Dano, which was effective upon the Annual Meeting as previously disclosed.

In connection with Ms. Dano s retirement from the Board and following the results of the Annual Meeting as disclosed in this Form 8-K, the Board voted and approved the Board committee membership as follows:

**Audit Committee**

Ellen B. Richstone, Chair

Michael R. Bruynesteyn

Jack A. Hockema

Paul J. Humphries

**Compensation and Benefits Committee**

James S. McElya, Chair

Paul J. Humphries

Francisco S. Uranga

**Nominating and Corporate Governance Committee**

Jack A. Hockema, Chair

Michael R. Bruynesteyn

James S. McElya

Ellen B. Richstone

Francisco S. Uranga

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 25, 2017, Superior held its Annual Meeting. Set forth below are the final voting totals as provided by Broadridge Financial Solutions, Inc., the independent inspector of elections for the Annual Meeting.

*Proposal One: Election of Directors*

**Director Nominees**

**Votes For**

**Votes Withheld**

**Broker Non-Votes**

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|                        |            |           |           |
|------------------------|------------|-----------|-----------|
| Michael R. Bruynesteyn | 16,689,889 | 4,511,143 | 1,948,969 |
| Jack A. Hockema        | 16,658,245 | 4,542,787 | 1,948,969 |
| Paul J. Humphries      | 16,689,995 | 4,511,037 | 1,948,969 |
| James S. McElya        | 17,148,134 | 4,052,898 | 1,948,969 |
| Timothy C. McQuay      | 16,644,719 | 4,556,313 | 1,948,969 |
| Ellen B. Richstone     | 16,683,806 | 4,517,226 | 1,948,969 |
| Donald J. Stebbins     | 19,227,867 | 1,973,165 | 1,948,969 |
| Francisco S. Uranga    | 19,225,727 | 1,975,305 | 1,948,969 |

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

|            |                |                |                         |
|------------|----------------|----------------|-------------------------|
| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
| 18,901,136 | 1,908,466      | 391,430        | 1,948,969               |

*Proposal Three: Advisory Selection of the Frequency of the Advisory Vote on Compensation of Named Executive Officers*

|               |                |                |                |                         |
|---------------|----------------|----------------|----------------|-------------------------|
| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
| 16,055,208    | 9,391          | 4,752,916      | 383,517        | 1,948,969               |

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

|            |                |                |
|------------|----------------|----------------|
| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
| 19,993,849 | 2,749,123      | 407,029        |

**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: April 26, 2017

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