

SUPERIOR INDUSTRIES INTERNATIONAL INC
Form 8-K
April 26, 2019

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 23, 2019

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
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))
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 5.07 Submission of Matters to a Vote of Security Holders

On April 23, 2019, Superior Industries International, Inc. (the Company) held its annual meeting of stockholders (the 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 |
|--------------------------|------------------|-----------------------|-------------------------|
| Michael R. Bruynesteyn | 21,339,860 | 3,376,781 | 3,958,359 |
| Richard J. Giromini | 21,585,812 | 3,130,829 | 3,958,359 |
| Paul J. Humphries | 21,271,295 | 3,445,346 | 3,958,359 |
| Ransom A. Langford | 21,200,584 | 3,516,057 | 3,958,359 |
| James S. McElya | 21,057,509 | 3,659,132 | 3,958,359 |
| Timothy C. McQuay | 21,397,542 | 3,319,099 | 3,958,359 |
| Ellen B. Richstone | 21,414,101 | 3,302,540 | 3,958,359 |
| Francisco S. Uranga | 21,920,167 | 3,796,474 | 3,958,359 |

Proposal Two: Advisory Vote on Compensation of Named Executive Officers

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 15,282,179 | 7,077,156 | 2,357,306 | 3,958,359 |

Proposal Three: Ratification of Independent Registered Public Accounting Firm

| For | Against | Abstain |
|------------|----------------|----------------|
| 26,954,745 | 1,709,001 | 11,254 |

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, 2019

/s/ Matti Masanovich
Matti Masanovich
Executive Vice President and Chief Financial Officer