

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 8-K/A

September 21, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**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.)**

**48033**

**26600 Telegraph Road, Suite 400**  
**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

## **Explanatory Note**

On April 26, 2017, Superior Industries International, Inc. (the Company) filed a Current Report on Form 8-K relating to the voting results at its annual meeting of stockholders on April 25, 2017. This Current Report on Form 8-K/A is being filed solely to disclose how frequently the Company will include in its proxy materials an advisory vote on the compensation of its named executive officers ( Say on Pay Vote ).

## **Section 5 Corporate Governance and Management**

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

As previously reported, consistent with the Board of Directors' recommendation at the Company's annual meeting, stockholders holding a majority of shares voted for the one-year option with respect to the frequency of future Say On Pay Votes of the Company. Accordingly, in light of these voting results and other factors, the Company will hold Say on Pay Votes every year until the next stockholder advisory vote on the frequency of Say on Pay Votes, which, in accordance with applicable law, will occur no later than the Company's annual meeting of stockholders in 2023.

**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: September 21, 2017

/s/ Nadeem Moiz  
Nadeem Moiz  
Executive Vice President and Chief Financial Officer