

STONERIDGE INC  
Form 8-K  
May 21, 2010

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): May 17, 2010

Stoneridge, Inc.

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(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Ohio<br>(State of other jurisdiction<br>of incorporation)                           | 001-13337<br>(Commission<br>File Number) | 34-1598949<br>(IRS Employer<br>Identification No.) |
| 9400 East Market Street<br>Warren, Ohio<br>(Address of principal executive offices) |  | 44484<br>(Zip Code)                                |

Registrant's telephone number, including area code: (330) 856-2443

(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))
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- Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Long-Term Incentive Plan Amendment

On May 17, 2010, at the 2010 Annual Meeting of Shareholders (the “Annual Meeting”), the shareholders of Stoneridge, Inc. (the “Company”) approved an amendment to the Amended and Restated Long-Term Incentive Plan (the “LTIP”). The amendment increased the number of common shares available for issuance under the LTIP from 1.5 million to 3.0 million. A description of the amendment and the amended LTIP were included in the Company’s proxy statement for the Annual Meeting. In addition, a copy of the amended LTIP is attached hereto as Exhibit 99.1.

Directors’ Restricted Shares Plan Amendment

At the Annual Meeting, the shareholders of the Company also approved an amendment to the Directors’ Restricted Shares Plan (the “Directors’ Plan”). The amendment increased the number of common shares available for issuance under the Directors’ Plan from 300,000 to 500,000. A description of the amendment and the amended Directors’ Plan were included in the Company’s proxy statement for the Annual Meeting. In addition, a copy of the amended Directors’ Plan is attached hereto as Exhibit 99.2.

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

The following proposals were voted on by shareholders at the Company’s Annual Meeting:

1. The seven nominees for election to the Board of Directors were elected, each for a one-year term, based on the following votes:

| Nominee           | For        | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| John C. Corey     | 20,962,931 | 67,849   | 2,519,211        |
| Jeffrey P. Draime | 20,952,712 | 78,068   | 2,519,211        |
| Douglas C. Jacobs | 20,870,844 | 159,936  | 2,519,211        |
| Ira C. Kaplan     | 20,862,944 | 167,836  | 2,519,211        |
| Kim Korth         | 20,927,620 | 103,160  | 2,519,211        |
| William M. Lasky  | 20,870,842 | 159,938  | 2,519,211        |
| Paul J. Schlather | 20,862,942 | 167,838  | 2,519,211        |

2. The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2010 was approved based on the following votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,358,622 | 190,001 | 1,368   | -                |

3. The proposal to approve the amendment to the Stoneridge Inc. Amended and Restated Long-Term Incentive Plan was approved based on the following votes:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 14,590,856 | 6,429,781 | 10,143  | 2,519,211        |

4. The proposal to approve the amendment to the Stoneridge Inc. Directors’ Restricted Shares Plan was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

|            |           |        |           |
|------------|-----------|--------|-----------|
| 14,426,572 | 6,589,845 | 14,363 | 2,519,211 |
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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.

Stoneridge, Inc.

Date: May 21, 2010

/s/ George E. Strickler  
George E. Strickler, Executive Vice President, Chief  
Financial Officer and Treasurer (Principal Financial and  
Accounting Officer)

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