

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form 8-K  
March 30, 2015

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): March 30, 2015

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

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| California   | 1-6615                   | 95-2594729                           |
| (State or Other Jurisdiction<br>of Incorporation)                  | (Commission File Number) | (IRS Employer<br>Identification No.) |
| 24800 Denso Drive, Suite 225 Southfield, Michigan                  | 48033                    |                                      |
| (Address of Principal Executive Offices)                           | (Zip Code)               |                                      |
| Registrant's Telephone Number, Including Area Code: (818) 781-4973 |                          |                                      |
| N/A  |                          |                                      |

(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))
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Item 8.01 Other Events

On March 30, 2015, Superior Industries International, Inc. (“Superior”) issued a press release announcing that Superior had filed its definitive proxy materials related to its 2015 Annual Meeting of shareholders and, in conjunction therewith, was also mailing a letter to shareholders in which Superior comments on the proxy contest by GAMCO Asset Management Inc. with respect to the 2015 Annual Meeting of shareholders. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Additional Information and Where To Find It

Superior, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from Superior shareholders in connection with the matters to be considered at Superior’s 2015 Annual Meeting. On March 27, 2015, Superior filed a revised definitive proxy statement (as it may be amended from time to time, the “Proxy Statement”) and definitive form of WHITE proxy card with the SEC in connection with such solicitation of proxies from Superior’s shareholders. **INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT, THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED BY SUPERIOR WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Additional information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement, including the appendices thereto. Shareholders can obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Superior with the SEC for no charge at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Investor Relations section of our corporate website at [www.supind.com](http://www.supind.com), by writing to Superior's Corporate Secretary at 24800 Denso Drive, Suite 225, Southfield, Michigan 48033, by calling Superior at (248) 352-3700, or by contacting Superior's proxy solicitor, MacKenzie Partners, Inc., toll free at 1-800-322-2885.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Press release dated March 30, 2015.

99.1

**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: March 30, 2015

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

**EXHIBIT INDEX**

| Exhibit Number | Exhibit Description                  |
|----------------|--------------------------------------|
| 99.1           | Press Release, dated March 30, 2015. |