

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form DEFA14A  
August 04, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant   
Filed by a Party other than the Registrant   
Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

*Copies to:*

Ben D. Orlanski, Esq.                      Keith E. Gottfried, Esq.

Manatt, Phelps & Phillips, LLP   Morgan, Lewis & Bockius LLP

11355 W. Olympic Blvd.            1111 Pennsylvania Avenue, N.W.  
Los Angeles, CA 90064            Washington, DC 20004  
(310) 312-4205                      (202) 739-5947

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Superior Industries International, Inc., a California corporation (“Superior” or the “Company”), is filing definitive additional materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (“SEC”) related to its solicitation of proxies from its shareholders in connection with its 2014 Annual Meeting of Shareholders and at any and all adjournments, postponements or reschedulings thereof (the “2014 Annual Meeting”). In connection with its 2014 Annual Meeting, Superior filed a definitive proxy statement and a definitive form of WHITE proxy card with the SEC on July 7, 2014.

#### **Press Release Issued on August 4, 2014**

Attached hereto is a press release issued on August 4, 2014 announcing that Glass Lewis & Co., LLC, a leading independent proxy advisory firm, has recommended to its clients that Superior shareholders vote the WHITE proxy card **FOR** all four of Superior’s director nominees at Superior’s 2014 Annual Meeting. As previously announced, GAMCO Asset Management, Inc. is pursuing a proxy contest to elect three nominees to the Superior Board of Directors at the 2014 Annual Meeting to be held at the Airtel Plaza Hotel, located at 7277 Valjean Avenue, Van Nuys, California 91406, on Friday, August 15, 2014, at 10:00 a.m. Pacific Time. The record date for determining those shareholders eligible to receive notice of, and to vote at, the 2014 Annual Meeting is June 26, 2014.

#### **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 2014 Annual Meeting. On July 7, 2014, Superior filed a definitive proxy statement (as it may be amended, 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 Appendix A 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 7800 Woodley Avenue, Van Nuys, CA 91406, by calling Superior at (818) 781-4973, or by contacting Superior's proxy solicitor, MacKenzie Partners, Inc., toll free at 1-800-322-2885.

Investor Relations Line Kerry Shiba	Roger Pondel	Mark Harnett
(818) 902-2701	Executive Vice President PondelWilkinson Inc.	MacKenzie Partners, Inc.
www.supind.com	& Chief Financial Officer (310) 279-5980	(800) 322-2885
	(818) 902-2700	Investor@pondel.com

**GLASS LEWIS JOINS ISS IN RECOMMENDING  
THAT SUPERIOR INDUSTRIES SHAREHOLDERS  
VOTE THE WHITE PROXY CARD FOR ALL SUPERIOR'S DIRECTOR NOMINEES**

**Glass, Lewis Report:**

§ **Company has refreshed board in recent periods,  
including a new, highly experienced CEO;**

§ **Board has been open to bringing new perspectives  
to help enhance shareholder value;**

§ **It's unclear to us as to how experiences and qualifications of dissident nominees would be of any conceivable  
benefit to Company;**

§ **Accordingly, we recommend shareholders vote  
on Company's WHITE proxy card FOR all nominees**

VAN NUYS, CALIFORNIA – August 4, 2014 – Superior Industries International, Inc. (NYSE:SUP), the largest manufacturer of aluminum wheels for passenger cars and light-duty vehicles in North America, today announced that proxy advisory firm Glass, Lewis, LLC, has recommended that Superior shareholders vote the **WHITE** proxy card **FOR** all four of Superior's director nominees at Superior's 2014 Annual Meeting of Shareholders, to be held on August

15, 2014. The decision follows the same recommendation made by proxy advisory firm ISS Proxy Advisory Services, which was announced last week.

In recommending that Superior shareholders vote the **WHITE** proxy card **FOR** all four of the highly qualified and experienced director-nominees – **Paul J. Humphries, James S. McElya, Donald J. Stebbins and Francisco S. Uranga** – recommended by the Superior Board, Glass, Lewis concluded that dissident shareholder GAMCO Asset Management, Inc., which is seeking to appoint three of its nominees to Superior’s Board, “again failed to provide shareholders with a particularly compelling argument that would justify supporting any of the dissident nominees at this time.”

The Glass, Lewis report pointed out that this is the second consecutive year that GAMCO has engaged in a proxy contest at the Company, and that GAMCO was unsuccessful in its attempt last year to obtain one board seat. Of GAMCO’s three nominees this year, one is the same nominee who Superior shareholders rejected in 2013.

In its August 1, 2014 report, Glass, Lewis noted that Superior “has refreshed its board in recent periods, with four of the seven current directors having joined the board within the past three years, including a new highly-experienced CEO (Don Stebbins) who joined the Company only three months ago.”

The Glass, Lewis report further stated that “this suggests to us that the Board has been open to bringing in new perspectives to help enhance shareholder value. Further, it’s unclear to us as to how the experiences and qualifications of the dissident nominees would be of any conceivable benefit to the Company and its shareholders at this juncture.”

Superior said the Glass, Lewis recommendation provides even further validation from a respected independent third party that shareholders should vote for Superior’s experienced and highly qualified nominees, who are clearly aligned with the best interests of shareholders and toward achieving a collective goal of enhancing long-term shareholder value.

Superior shareholders are reminded that their vote is extremely important, no matter how many or how few shares they own. The Company urges shareholders to vote for all four of its highly qualified and experienced director-nominees – **Paul J. Humphries, James S. McElya, Donald J. Stebbins and Francisco S. Uranga** – on the **WHITE** proxy card today.

Shareholders may vote by returning the **WHITE** proxy card or by phone or Internet by following the instructions on the **WHITE** proxy card they have received. Shareholders are urged to discard any blue proxy card or voting instruction card they may have received from GAMCO. Even a WITHHOLD vote with respect to GAMCO’s nominees on its blue proxy card will cancel any proxy previously given to Superior. If a shareholder previously signed a blue proxy card sent by GAMCO, that proxy card can be revoked by voting a new **WHITE** proxy card for the Board’s recommended nominees. Only the latest-dated proxy will count.

***YOUR VOTE IS IMPORTANT!***

**Remember, you can vote your shares by telephone or *via* the Internet. Please follow the easy instructions on the enclosed WHITE proxy card.**

If you have any questions or need assistance in voting

your shares, please contact our proxy solicitor:

105 Madison Avenue

New York, New York 10016

(212) 929-5500 (Call Collect)

or

**Call Toll-Free (800) 322-2885**

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

## About Superior Industries

Superior is the largest manufacturer of aluminum wheels for passenger cars and light-duty vehicles in North America. From its five plants in both the U.S. and Mexico, the company supplies aluminum wheels to the original equipment market. Major customers include BMW, Chrysler, Ford, General Motors, Mitsubishi, Nissan, Subaru, Tesla, Toyota and Volkswagen. For more information, visit [www.supind.com](http://www.supind.com).

## Important Additional Information And Where To Find It

Superior Industries, 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 2014 Annual Meeting. On July 7, 2014, Superior filed a definitive proxy statement (as it may be amended, the "Proxy Statement") and definitive form of **WHITE** proxy card with the U.S. Securities and Exchange Commission (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 Appendix A 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 7800 Woodley Avenue, Van Nuys, CA 91406, by calling Superior at (818) 781-4973, or by contacting Superior's proxy solicitor, MacKenzie Partners, Inc., toll free at 1-800-322-2885.