

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form 8-K/A  
May 12, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**(AMENDMENT NO. 1)**

**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 5, 2015

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b>California</b> (State or Other Jurisdiction of Incorporation)	1-6615 (Commission File Number)	<b>95-2594729</b> (IRS Employer Identification No.)
<b><u>24800 Denso Drive, Suite 225</u></b> <b><u>Southfield, Michigan</u></b> (Address of Principal Executive Offices)		<b>48033</b> (Zip Code)

Registrant's Telephone Number, Including Area Code: (818) 781-4973

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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))

**Explanatory Note**

Superior Industries International, Inc. (“Superior” or the “Company”) hereby amends its Current Report on Form 8-K, event date May 5, 2015, announcing the preliminary results of the Company’s 2015 Annual Meeting of Shareholders held on May 5, 2015 (“Annual Meeting”), in order to provide the final voting results of the Annual Meeting.

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

Superior held its Annual Meeting on May 5, 2015. Set forth below are the final voting results as provided by IVS Associates, Inc., the independent inspector of elections for the Annual Meeting.

*Proposal One: Election of Directors*

Director Nominees	Votes For	Votes Withheld	Broker Non-Votes
Margaret S. Dano	21,071,211	3,063,401	688,109
Jack A. Hockema	21,067,420	3,067,192	688,109
Paul J. Humphries	19,890,480	79,110	688,109
James S. McElya	20,911,603	3,223,009	688,109
Timothy C. McQuay	16,539,735	3,429,855	688,109
Donald J. Stebbins	17,773,740	6,360,872	688,109
Francisco S. Uranga	19,600,558	369,032	688,109
Glenn J. Angiolillo	4,156,412	8,610	688,109
Philip T. Blazek	4,156,412	8,610	688,109
Walter M. Schenker	4,156,412	8,610	688,109

*Proposal Two: Advisory Vote on Compensation of Named Executive Officers*

**For**      **Against**    **Abstain** **Broker Non-Votes**  
 11,490,481 12,024,357 619,774 688,109

*Proposal Three: To approve the Company’s reincorporation from California and Delaware.*

**For**      **Against** **Abstain** **Broker Non-Votes**  
 24,065,253 39,936 29,423 688,109

*Proposal Four: Ratification of Independent Registered Public Accounting Firm*

**For**      **Against** **Abstain** **Broker** **Non-Votes**

24,720,099 76,615 26,007 N/A

**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: May 12, 2015

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