

SUPERIOR INDUSTRIES INTERNATIONAL INC
Form 8-K
October 24, 2018

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): October 24, 2018

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

Delaware
(State or Other Jurisdiction
of Incorporation)

26600 Telegraph Road, Suite 400

1-6615
(Commission
File Number)

95-2594729
(IRS Employer
Identification No.)

48033

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)

Emerging growth company

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

Item 2.02 Results of Operations and Financial Condition

On October 24, 2018, Superior Industries International, Inc. (Superior or the Company) issued a press release announcing the preliminary financial results for the third quarter of 2018 and revising its outlook for 2018. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information contained in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

This Current Report on Form 8-K contains statements that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts and can generally be identified by the use of future dates or words such as may, should, could, will, expects, seeks to, anticipates, plans, believes, estimates, intends, predicts, continue or the negative of such terms and other comparable terminology. These statements also include, but are not limited to, the updated 2018 outlook, Superior's ability to integrate the European operations, and Superior's strategic and operational initiatives, and are based on current expectations, estimates, and projections about Superior's business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, risks and uncertainties discussed in Superior's Securities and Exchange Commission filings and reports, including Superior's Annual Report on Form 10-K for the year ended December 31, 2017, and other reports from time to time filed with the Securities and Exchange Commission. You are cautioned not to unduly rely on such forward looking statements when evaluating the information presented in this report. Such forward-looking statements speak only as of the date on which they are made and Superior does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit

Number	Exhibit Description
99.1	<u>Press Release, dated October 24, 2018, as issued by Superior Industries International, Inc. announcing preliminary financial results for the third quarter of 2018 and revising its outlook for 2018, furnished herewith.</u>

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: October 24, 2018

/s/ Donald J. Stebbins
Donald J. Stebbins
President and Chief Executive Officer

the Performance RSU may vest unless the average of the closing prices of the Issuer's ordinary shares (as reported on the stock exchange on which the shares are listed), over a twenty consecutive trading day period is equal to or greater than 120% of the fair market value of the Issuer's ordinary shares on the date of grant (the "Price Contingency"). On February 13, 2017, the Price Contingency was met, and on November 15, 2017, the first 25% of the Performance RSU vested.(2)Each Performance RSU represents the right to receive, at settlement, one ordinary share of the Issuer. This transaction represents the settlement of the Performance RSU in the Issuer's ordinary shares on the scheduled vesting date.(3)Includes 45,000 Restricted Shares Units ("RSU").(4)Shares sold by the Reporting Person pursuant to mandatory sale provisions of the relevant RSU grants, including the Performance RSU, requiring the sale of sufficient shares to cover withholding taxes due upon vesting of RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.