

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 8-K

March 14, 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): March 8, 2018

SUPERIOR INDUSTRIES INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**1-6615
(Commission
File Number)**

**95-2594729
(IRS Employer
Identification No.)**

26600 Telegraph Road, Suite 400

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)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective March 8, 2018, Superior Industries International, Inc. (the Company) entered into a second amended and restated employment agreement with Donald J. Stebbins, the Company's Chief Executive Officer and President (the Amended Agreement). The Amended Agreement was amended and restated to, among other things, (i) provide that Mr. Stebbins' target long-term incentive awards for fiscal year 2018 and thereafter under the Company's long-term incentive program for senior executives will be increased from 200% to 300% of Mr. Stebbins' base salary, and (ii) remove language referencing certain equity incentive awards previously granted to Mr. Stebbins that have already vested in full in accordance with their terms. The remaining material terms of Mr. Stebbins' employment were unchanged.

The description of the Amended Agreement is qualified in its entirety by reference to the full text of the agreement, a copy of which is filed herewith as Exhibit 10.1, and is incorporated by reference herein. Unless otherwise specified, capitalized terms used above without definition have the meanings set forth in the Amended Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Description

10.1	<u>Second Amended and Restated Employment Agreement between Donald J. Stebbins and Superior Industries International, Inc., effective March 8, 2018.</u>
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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.

SUPERIOR INDUSTRIES INTERNATIONAL, INC.
(Registrant)

Date: March 14, 2018

/s/ Nadeem Moiz

Nadeem Moiz
Executive Vice President and Chief Financial Officer