

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 8-K

August 11, 2016

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): August 10, 2016

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))

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

On August 10, 2016, Superior Industries International, Inc. (the Company) entered into an 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' future long term incentive awards and the allocation of such awards between time-based and performance-based components be made by the compensation and benefits committee of the Company's board of directors under the terms of the Company's long-term incentive program for senior executives and (ii) provide that the Amended Agreement is governed by the laws of Michigan, reflecting the Company's relocation from California. 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 | Amended and Restated Employment Agreement between Donald J. Stebbins and Superior Industries International, Inc., dated August 10, 2016. |

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: August 10, 2016

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

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| 10.1 | Amended and Restated Employment Agreement between Donald J. Stebbins and Superior Industries International, Inc., dated August 10, 2016. |