

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 8-K

February 03, 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): February 3, 2016

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

<b><u>Delaware</u></b>	1-6615	<b><u>95-2594729</u></b>
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File	Identification No.)
<b>26600 Telegraph Road, Suite</b>	<b>400</b>	<b><u>48034</u></b>

**Southfield, Michigan**

(Address of Principal Executive  
Offices) (Zip Code)

Registrant's Telephone Number, Including Area

Code: (248) 352-7300

N/A

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(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 2.02. Results of Operations and Financial Condition.**

On February 3, 2016, Superior Industries International, Inc. issued a press release regarding preliminary financial results for the fourth quarter and the fiscal year ended December 27, 2015 and outlook for 2016. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

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,” “projects,” “continue” or the negative of such terms and other comparable terminology. These statements also include, but are not limited to, the 2015 preliminary results and 2016 outlook and projections for reported net sales, value-added sales, EBITDA margin, income before income taxes, capital expenditures and the change in working capital, and the Company’s strategic and operational initiatives, and are based on current expectations, estimates and projections about the company’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 the company’s Securities and Exchange Commission filings and reports, including the company’s 2014 Annual Report on Form 10-K and our reports from time to time filed with the Securities and Exchange Commission. Investors 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 7.01. Regulation FD Disclosure.**

See “Item 2.02. Results of Operations and Financial Condition” above.

The information in this Form 8-K under Item 2.02 and Item 7.01 and the Exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific referencing in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

**Exhibit Number Exhibit Description**

99.1	Press Release, dated February 3, 2016, furnished herewith
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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: February 3, 2016 /s/ Kerry A. Shiba  
Kerry A. Shiba  
Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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