

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form DEFA14A  
July 30, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant   
Filed by a Party other than the Registrant   
Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

*Copies to:*

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No fee required.

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(4) Date Filed:

Superior Industries International, Inc., a California corporation (“Superior” or the “Company”), is filing definitive additional materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (“SEC”) related to its solicitation of proxies from its shareholders in connection with its 2014 Annual Meeting of Shareholders and at any and all adjournments, postponements or reschedulings thereof (the “2014 Annual Meeting”). In connection with its 2014 Annual Meeting, Superior filed a definitive proxy statement and a definitive form of WHITE proxy card with the SEC on July 7, 2014.

#### **Press Release Issued on July 30, 2014**

Attached hereto is a press release issued on July 30, 2014 announcing that ISS Proxy Advisory Services, a leading independent proxy advisory firm, has recommended to its clients that Superior shareholders vote the WHITE proxy card FOR all four of Superior’s director nominees at Superior’s 2014 Annual Meeting. As previously announced, GAMCO Asset Management, Inc. is pursuing a proxy contest to elect three nominees to the Superior Board of Directors at the 2014 Annual Meeting to be held at the Airtel Plaza Hotel, located at 7277 Valjean Avenue, Van Nuys, California 91406, on Friday, August 15, 2014, at 10:00 a.m. Pacific Time. The record date for determining those shareholders eligible to receive notice of, and to vote at, the 2014 Annual Meeting is June 26, 2014.

#### **Additional Information and Where To Find It**

Superior, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from Superior shareholders in connection with the matters to be considered at Superior’s 2014 Annual Meeting. On July 7, 2014, Superior filed a definitive proxy statement (as it may be amended, the “Proxy Statement”) and definitive form of WHITE proxy card with the SEC in connection with such solicitation of proxies from Superior’s shareholders. **INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT, THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED BY SUPERIOR WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Additional information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement, including Appendix A thereto. Shareholders can obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Superior with the SEC for no charge at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Investor Relations section of our corporate website at [www.supind.com](http://www.supind.com), by writing to Superior's Corporate Secretary at 7800 Woodley Avenue, Van Nuys, CA 91406, by calling Superior at (818) 781-4973, or by contacting Superior's proxy solicitor, MacKenzie Partners, Inc., toll free at 1-800-322-2885.

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## LEADING PROXY ADVISORY FIRM ISS RECOMMENDS

### THAT SUPERIOR INDUSTRIES SHAREHOLDERS VOTE THE WHITE PROXY CARD FOR ALL OF SUPERIOR'S DIRECTOR NOMINEES

VAN NUYS, CALIFORNIA – July 30, 2014 – Superior Industries International, Inc. (NYSE:SUP), the largest manufacturer of aluminum wheels for passenger cars and light-duty vehicles in North America, today announced that ISS Proxy Advisory Services, a leading independent proxy advisory firm, has recommended to its clients that Superior shareholders vote the WHITE proxy card **FOR** all four of Superior's director nominees at Superior's 2014 Annual Meeting of Shareholders, to be held on August 15, 2014.

In recommending that Superior shareholders vote the WHITE proxy card **FOR** all four of the highly qualified and experienced director-nominees – **Paul J. Humphries, James S. McElya, Donald J. Stebbins and Francisco S. Uranga** – recommended by the Superior Board, ISS concluded that GAMCO had not made a compelling case that additional change to Superior's Board is needed and that votes for the Superior Board's nominees on the WHITE proxy card are warranted.

In its July 29, 2014 report, ISS recognized the significant positive changes that had already occurred at Superior and noted that, given those changes, "*shareholders appear better served by supporting the management nominees as they continue executing on recent initiatives.*" Among the significant positive changes at Superior that ISS recognized in its report are the following:

- The addition of five new directors to the seven-member Board over the past six years. Superior's significant changes to its corporate governance practices with the declassification of the Board, the separation of the Chairman and CEO position and the adoption of director resignation and stock ownership guidelines.
- The return of \$114 million to shareholders in the form of dividends and share repurchases.
- Improvements to efficiency from shuttering outdated and inefficient plants, and transferring that capacity to more efficient plants.

· Superior's investment in a new modern manufacturing facility in Mexico.

ISS further noted that these significant positive changes at Superior, viewed "*In the context of the board's substantial freshening in recent years,*" are "*credible actions by a new board intent on improving its accountability to shareholders.*"

Commenting on the ISS report, Superior issued the following statement: “*We are very pleased that ISS, one of the leading independent, third-party proxy advisory firms, has carefully reviewed the voting alternatives and has recommended that shareholders vote for all four of Superior's director nominees on the **WHITE** proxy card. As we have stated consistently, we believe there are very real and stark differences between the Superior Board's nominees—who have the integrity, knowledge, breadth of experience and commitment necessary to navigate Superior through the highly competitive global business environment—and GAMCO's nominees, who have no experience whatsoever working in the automotive industry.*”

Superior shareholders are reminded that their vote is extremely important, no matter how many or how few shares they own. The Company urges shareholders to vote for all four of its highly qualified and experienced director-nominees – **Paul J. Humphries, James S. McElya, Donald J. Stebbins and Francisco S. Uranga** – on the **WHITE** proxy card today.

Shareholders may vote by returning the **WHITE** proxy card or by phone or Internet by following the instructions on the **WHITE** proxy card they have received. Shareholders are urged to discard any blue proxy card or voting instruction card they may have received from GAMCO. Even a WITHHOLD vote with respect to GAMCO's nominees on its blue proxy card will cancel any proxy previously given to Superior. If a shareholder previously signed a blue proxy card sent by GAMCO, that proxy card can be revoked by voting a new **WHITE** proxy card for the Board's recommended nominees. Only the latest-dated proxy will count.

***YOUR VOTE IS IMPORTANT!***

**Remember, you can vote your shares by telephone or *via* the Internet. Please follow the easy instructions on the enclosed **WHITE** proxy card.**

If you have any questions or need assistance in voting

your shares, please contact our proxy solicitor:

105 Madison Avenue

New York, New York 10016

(212) 929-5500 (Call Collect)

or

**Call Toll-Free (800) 322-2885**

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)



## About Superior Industries

Superior is the largest manufacturer of aluminum wheels for passenger cars and light-duty vehicles in North America. From its five plants in both the U.S. and Mexico, the company supplies aluminum wheels to the original equipment market. Major customers include BMW, Chrysler, Ford, General Motors, Mitsubishi, Nissan, Subaru, Tesla, Toyota and Volkswagen. For more information, visit [www.supind.com](http://www.supind.com).

## Important Additional Information And Where To Find It

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