

STONERIDGE INC  
Form 8-K  
May 14, 2015

**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): May 12, 2015

**Commission file number: 001-13337**

**STONERIDGE, INC.**

*(Exact name of registrant as specified in its charter)*

**Ohio** **34-1598949**  
*(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)*

**9400 East Market Street, Warren, Ohio 44484**

*(Address of principal executive offices) (Zip Code)*

**(330) 856-2443**

Registrant's telephone number, including area code

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 (see General Instruction A.2. below):

☐ 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 5.07 Submission of Matters to a Vote of Security Holders.**

Stoneridge, Inc. (the “Company”) held its 2015 Annual Meeting of Shareholders on May 12, 2015 (the “2015 Annual Meeting”). The following matters were voted on by shareholders at the 2015 Annual Meeting:

1. The eight nominees for election to the Board of Directors were elected, each for a one-year term, by the following votes:

| <b>Nominee</b>       | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|-----------------|-------------------------|
| Jonathan B. DeGaynor | 22,489,171 | 663,698         | 810,702                 |
| Jeffrey P. Draime    | 20,185,540 | 2,967,329       | 810,702                 |
| Douglas C. Jacobs    | 22,411,630 | 741,239         | 810,702                 |
| Ira C. Kaplan        | 22,464,080 | 688,789         | 810,702                 |
| Kim Korth            | 22,441,414 | 711,455         | 810,702                 |
| William M. Lasky     | 22,412,530 | 740,339         | 810,702                 |
| George S. Mayes, Jr. | 22,463,812 | 689,057         | 810,702                 |
| Paul J. Schlather    | 21,782,909 | 1,369,960       | 810,702                 |

2. The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2015 was approved by the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 23,562,966 | 398,087        | 2,518          | -                       |

3. A non-binding advisory resolution to approve the 2014 compensation paid to the Company’s Named Executive Officers was approved by the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 22,348,666 | 790,323        | 13,880         | 810,702                 |

SIGNATURES

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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.

**Stoneridge, Inc.**

Date: May 14, 2015

/s/ George E.

Strickler

George E. Strickler, Executive Vice President,

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)