

SUPERIOR INDUSTRIES INTERNATIONAL INC
Form S-8
March 07, 2019

As filed with the Securities and Exchange Commission on March 7, 2019

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SUPERIOR INDUSTRIES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

26600 Telegraph Road, Suite 400

95-2594729
(I.R.S. Employer

Identification No.)

Southfield, Michigan 48033

(Address of Principal Executive Offices)

Superior Industries International, Inc. 2018 Equity Incentive Plan

(f/k/a Superior Industries International, Inc. 2008 Equity Incentive Plan)

(Full Title of the Plan)

Matti Masanovich

Executive Vice President and Chief Financial Officer

Superior Industries International, Inc.

26600 Telegraph Road, Suite 400

Southfield, Michigan 48033

(Name and Address of Agent for Service)

(818) 781-4973

(Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Bruce Toth, Esq.

Christina Roupas, Esq.

Winston & Strawn LLP

35 W. Wacker Dr.

Chicago, IL 60601

(312) 558-5600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered⁽¹⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|--|--|---------------------------------------|
| Common stock, par value \$0.01 per share | | | | |
| 2018 Equity Incentive Plan | 850,000 | \$6.26 ⁽²⁾ | \$5,321,000.00 | \$644.91 |
| TOTAL FEE: | | | | \$644.91 |

- (1) This Registration Statement is being filed with the Securities and Exchange Commission (the "SEC") to register 850,000 shares of common stock that may be issued under the Superior Industries International, Inc. 2018 Equity Incentive Plan, f/k/a Superior Industries International, Inc. 2008 Equity Incentive Plan (the "2018 Equity Incentive Plan"). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional shares of common stock, par value \$0.01 per share, which may be issued pursuant to the 2018 Equity Incentive Plan to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) Estimated, in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, and based upon the average high and low prices of a Share as reported on the New York Stock Exchange on March 1, 2019, which date is within five business days prior to filing this Registration Statement.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement (the **Registration Statement**) registers an additional 850,000 shares of common stock, par value \$0.01 per share, of Superior Industries International Inc. (the **Registrant** or **SUP**) that may be awarded under the Superior Industries International, Inc. 2018 Equity Incentive Plan, f/k/a Superior Industries International, Inc. 2008 Equity Incentive Plan (as most recently amended and restated effective May 7, 2018) (the **2018 Equity Plan**), which are securities of the same class and relate to the same employee benefit plan as those shares registered on the Registrant's registration statement on Form S-8 previously filed with the SEC on November 10, 2008 (Registration No. 333-155258), which is hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are hereby incorporated by reference in this Registration Statement:

- (1) SUP's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 7, 2019;
- (2) SUP's Current Reports on Form 8-K filed with the SEC on January 2, 2019, February 1, 2019 and February 4, 2019; and
- (3) the description of the Registrant's common stock contained in its Registration Statement on Form 8-B dated June 15, 1994, filed under the Exchange Act, including any subsequent amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any current report on Form 8-K that the Registrant may from time to time furnish to the SEC will be incorporated by reference into, or otherwise included in, this Registration Statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | <u>Superior Industries International, Inc. 2018 Equity Incentive Plan, as amended and restated, effective May 7, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, file number 001-06615).</u> |
| 5.1 | <u>Opinion of Winston & Strawn LLP (filed herewith).</u> |
| 23.1 | <u>Consent of Winston & Strawn LLP (included in Exhibit 5.1 to this Registration Statement).</u> |
| 23.2 | <u>Consent of Deloitte & Touche LLP (filed herewith).</u> |
| 24.1 | <u>Power of Attorney (included on the signature page of this Registration Statement).</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Superior Industries International, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Southfield, Michigan on this 7th day of March, 2019.

SUPERIOR INDUSTRIES
INTERNATIONAL, INC.

By: */s/ Timothy C. McQuay*
Timothy C. McQuay
Interim Executive Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy C. McQuay and Matti M. Masanovich as his or her true and lawful attorneys-in-fact (with full power to each of them to act alone), with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with the exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|------------------------------------|--------------------------------|---------------|
| <i>/s/ Timothy C. McQuay</i> | Interim Executive Chairman | March 7, 2019 |
| Timothy C. McQuay | (Principal Executive Officer) | |
| <i>/s/ Matti M. Masanovich</i> | Executive Vice President and | March 7, 2019 |
| Matti M. Masanovich | Chief Financial Officer | |
| | (Principal Financial Officer) | |
| <i>/s/ Michael J. Hatzfeld Jr.</i> | Vice President of Finance and | March 7, 2019 |
| Michael J. Hatzfeld Jr. | Corporate Controller | |
| | (Principal Accounting Officer) | |
| <i>/s/ Michael R. Bruynesteyn</i> | Director | March 7, 2019 |

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Michael R. Bruynesteyn

/s/ Richard J. Giromini

Director

March 7, 2019

Richard J. Giromini

/s/ Paul J. Humphries

Director

March 7, 2019

Paul J. Humphries

/s/ James S. McElya

Director

March 7, 2019

James S. McElya

/s/ Ellen B. Richstone

Director

March 7, 2019

Ellen B. Richstone

/s/ Francisco S. Uranga

Director

March 7, 2019

Francisco S. Uranga

/s/ Ransom A. Langford

Director

March 7, 2019

Ransom A. Langford