

Edgar Filing: Cooper-Standard Holdings Inc. - Form DEFA14A

Cooper-Standard Holdings Inc.  
Form DEFA14A  
April 06, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  
Check the appropriate box:

Filed by a party other than the Registrant

- ☐ 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
- Cooper-Standard Holdings Inc.  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 17, 2018.

COOPER-STANDARD HOLDINGS INC. Meeting Information

Meeting  
Type: Annual Meeting

For holders  
as of: March 23, 2018

Date: May  
17, 2018 Time: 9:00 AM EDT

Location: Meeting live via the Internet-please visit  
[www.virtualshareholdermeeting.com/CPS2018](http://www.virtualshareholdermeeting.com/CPS2018).

The company will be hosting the meeting live via the  
Internet this year. To attend the meeting via the Internet  
please visit

[www.virtualshareholdermeeting.com/CPS2018](http://www.virtualshareholdermeeting.com/CPS2018) and be  
sure to have the information that is printed in the box  
marked by the arrow

XXXX

à XXXX (located on the following page).

XXXX

You are receiving this communication because you hold  
shares in the company named above.

COOPER-STANDARD HOLDINGS INC.  
ATTN: ALEKSANDRA A. MIZIOLEK  
39550 ORCHARD HILL PLACE  
NOVI, MI 48375

This is not a ballot. You cannot use this notice to vote  
these shares. This communication presents only an  
overview of the more complete proxy materials that are  
available to you on the Internet. You may view the proxy  
materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request  
a paper copy (see reverse side).

We encourage you to access and review all of the  
important information contained in the proxy materials  
before voting.

See the reverse side of this notice to obtain proxy  
materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT	FORM
	10-K

How to View Online:

Have the information that is printed in the box XXXX XXXX XXXX XXXX (located marked by the arrow à on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one.

There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- |                  |  |
|------------------|--|
| 1) BY INTERNET:  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE: | 1-800-579-1639   |
| 3) BY E-MAIL*:   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow à XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By

Internet:

Before The Meeting:

Go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow

		(located on the
		following page)
à	XXXX XXXX	available and
	XXXX XXXX	follow the
		instructions.

During The Meeting:

Go to

[www.virtualshareholdermeeting.com/CPS2017](http://www.virtualshareholdermeeting.com/CPS2017).

Have the information that is printed in the box marked by

the arrow à XXXX (located on  
XXXX the

XXXX following  
XXXX page)  
available  
and follow  
the  
instructions.

Vote By Mail: You can vote by mail by  
requesting a paper copy of the materials,  
which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote FOR  
the listed nominees.

- |                          |  |
|--------------------------|--|
| 1. Election of Directors | The Board of Directors recommends you vote FOR<br>Proposals 2 and 3.                                     |
| 1a. Jeffrey S. Edwards   | 2. Advisory Vote on Named Executive Officer Compensation   |
| 1b. David J. Mastrocola  | 3. Ratification of Appointment of Independent<br>Registered Public Accounting Firm.                      |
| 1c. Justin E. Mirro      | NOTE: Conduct such other business as may properly<br>come before the meeting or any adjournment thereof. |
| 1d. Robert J. Remenar    |  |
| 1e. Sonya F. Sepahban    |  |
| 1f. Thomas W. Sidlik     |  |
| 1g. Stephen A. Van Oss   |  |
| 1h. Molly P. Zhang       |  |
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