

STONERIDGE INC  
Form 8-K  
October 12, 2010

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): October 7, 2010

Stoneridge, Inc.

(Exact name of registrant as specified in its charter)

|                                                           |                                          |                                                    |
|-----------------------------------------------------------|------------------------------------------|----------------------------------------------------|
| Ohio<br>(State of other jurisdiction<br>of incorporation) | 001-13337<br>(Commission<br>File Number) | 34-1598949<br>(IRS Employer<br>Identification No.) |
|-----------------------------------------------------------|------------------------------------------|----------------------------------------------------|

|                                                                                     |                     |
|-------------------------------------------------------------------------------------|---------------------|
| 9400 East Market Street<br>Warren, Ohio<br>(Address of principal executive offices) | 44484<br>(Zip Code) |
|-------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (330) 856-2443

(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 (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 1.01

Entry into a Material Definitive Agreement.

On October 7, 2010, Stoneridge, Inc. (the “Company”) entered into a letter agreement (the “Letter Agreement”) with certain members of, or trustees of trusts for the benefit of members of, the D.M. Draime family, as identified below (collectively, the “Draime Family Parties”), including Jeffrey P. Draime, a member of the Company’s Board of Directors, in his capacity as trustee over various trusts.

The Company and the Draime Family Parties entered into the Letter Agreement in connection with the Company’s filing of a registration statement on Form S-3 with the U.S. Securities and Exchange Commission (the “SEC”), which was filed in contemplation of a secondary offering of Company Common Shares (the “Offering”) by the Draime Family Parties.

Pursuant to the Letter Agreement, the Draime Family Parties have agreed, jointly and severally, to pay for (or reimburse the Company for the payment of) all fees and expenses incurred by the Company in connection with the Offering, including, but not limited to:

- underwriting discounts and commissions;
- all fees and expenses incident to the Company’s performance under or compliance with any applicable underwriting or purchase agreement;
  - all registration and filing fees (including all SEC registration fees and FINRA filing fees);
  - fees and expenses of complying with securities and blue sky laws;
  - printing expenses;
  - costs of distributing any prospectuses in preliminary and final form as well as supplements thereto; and
- fees and expenses of the Company’s counsel, accountants and other persons reasonably retained by the Company.

The Draime Family Parties, which are signatories to the Letter Agreement, are as follows:

Cecile M. Draime, Trustee under the David M. Draime Irrevocable Trust Under Agreement dated June 4, 2003

Jeffrey P. Draime, Trustee under the Jeffrey P. Draime Living Trust dated December 28, 1990, as amended

Jeffrey P. Draime, Successor Trustee under the D. Max Draime Dynasty Trust Under Agreement dated April 10, 1995 for the benefit of Scott N. Draime

Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Elizabeth Draime

Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Stephanie Draime

Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Jennifer Draime

Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Alexandra Draime

Jeffrey P. Draime, Successor Trustee under the Rebecca M. Gang Dynasty Trust Under Agreement dated March 28, 1997 for the benefit of Hannah Marie Gang

Jeffrey P. Draime, Successor Trustee under the Rebecca M. Gang Dynasty Trust Under Agreement dated March 28, 1997 for the benefit of Sarah Irene Gang

Rebecca M. Gang

Scott N. Draime, Successor Trustee under the D. Max Draime Dynasty Trust Under Agreement dated April 10, 1995 for the benefit of Jeffrey P. Draime

Scott N. Draime, Successor Trustee under the D. Max Draime Dynasty Trust Under Agreement dated April 10, 1995 for the benefit of Rebecca M. Gang

Scott N. Draime, Trustee under the Jeffrey P. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of David Alexander Draime

Scott N. Draime, Trustee under the Jeffrey P. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Lilia Christine Draime

Scott N. Draime, Trustee under the Jeffrey P. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Mary Cecile Draime

Scott N. Draime, Trustee under the Jeffrey P. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Joseph Richard Draime

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                             |
|-------------|-----------------------------------------|
| 10.1        | Letter Agreement, dated October 7, 2010 |

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.

Stoneridge, Inc.

Date: October 11, 2010

/s/ George E. Strickler  
George E. Strickler, Executive Vice President, Chief  
Financial Officer and Treasurer (Principal Financial  
and Accounting Officer)

Exhibit Index

10.1 Letter Agreement, dated October 7, 2010

- 4 -

---