

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form PRER14A  
July 01, 2014

**SCHEDULE 14A INFORMATION  
(RULE 14A-101)  
INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

**Amendment No. 2**

Filed by the Registrant  S

Filed by a Party other than the Registrant  £

Check the appropriate box:

S Preliminary Proxy Statement

£ Definitive Proxy Statement

£ Definitive Additional Materials

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

£ Soliciting Material Pursuant to Rule 14a-11(c) or  
Rule 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)

Payment of Filing Fee (Check the appropriate box):

S 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:

PRELIMINARY PROXY STATEMENT

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

July , 2014

*Dear Shareholder:*

You are cordially invited to attend the Annual Meeting of Shareholders of Superior Industries International, Inc., which will 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.

Details of the business to be conducted at the Annual Meeting are given in the attached Notice of 2014 Annual Meeting of Shareholders and the accompanying Proxy Statement. You should also have received a **WHITE** proxy card or voting instructions form and postage-paid return envelope, which are being solicited on behalf of our Board of Directors.

You should know that GAMCO Asset Management, Inc., a subsidiary of GAMCO Investors, Inc. ("GAMCO") has proposed three alternative nominees for election at the Annual Meeting in opposition to the nominees recommended by our Board of Directors. **Our Board of Directors unanimously opposes the election of GAMCO's nominees for election at the Annual Meeting.** Our Board of Directors is deeply committed to Superior, its shareholders and the creation and enhancement of shareholder value. In our Board of Directors' opinion, the election of GAMCO's nominees for election at the Annual Meeting is not in the best interests of Superior and its shareholders. We strongly urge you to not return, and simply throw away, the BLUE proxy card sent to you by GAMCO and vote for our Board of Director nominees and on the other matters to be voted on at the Annual Meeting using the enclosed **WHITE** proxy card.

**It is important that your shares be represented at the Annual Meeting whether or not you plan to attend. Accordingly, we hope you will read the attached proxy statement carefully and vote FOR the election of each of the nominees nominated by our Board of Directors by promptly submitting the enclosed **WHITE** proxy card or voting instruction form. If you have previously submitted a BLUE proxy card sent by GAMCO, its affiliates or another party, you can revoke that proxy and vote for our Board of Directors' nominees and on the other matters to be voted on at the meeting by using the enclosed **WHITE** proxy card. Only the latest dated proxy you submit will be counted.**

Thank you for your ongoing support of, and continued interest in, Superior Industries International, Inc.

/s/ Donald J. Stebbins

Donald J. Stebbins  
*President and Chief Executive Officer*

If you have any questions or require any assistance with voting your shares, or if you need additional copies of the proxy materials, please contact:

MACKENZIE PARTNERS, INC.

105 Madison Avenue

New York, New York 10016

Call Toll-Free (800) 322-2885

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

**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**7800 Woodley Avenue**

**Van Nuys, California 91406**

**NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD AUGUST 15, 2014**

NOTICE IS GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of Superior Industries International, Inc. ("Superior" or the "Company"), will be held at the Airtel Plaza Hotel located at 7277 Valjean Avenue, Van Nuys, California 91406, on August 15, 2014 at 10:00 a.m. Pacific Time for the following purposes:

- (1) To elect the following four nominees to the Board of Directors: Donald J. Stebbins, James S. McElya, Francisco S. Uranga, and Paul J. Humphries;
- (2) To approve, in a non-binding advisory vote, executive compensation;
- (3) To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2014; and
- (4) To act upon such other matters as may properly come before the Annual Meeting or any postponements or adjournments thereof.

The record date for determining those shareholders who will be entitled to notice of, and to vote at, the Annual Meeting and at any adjournments or postponements thereof is June 26, 2014 (the "Record Date"). Your vote is important.

SUPERIOR HAS RECEIVED A NOTICE FROM GAMCO ASSET MANAGEMENT, INC., A SUBSIDIARY OF GAMCO INVESTORS, INC. REGARDING ITS INTENT TO NOMINATE THREE ALTERNATIVE NOMINEES FOR ELECTION AT THE ANNUAL MEETING IN OPPOSITION TO THE NOMINEES RECOMMENDED BY OUR BOARD OF DIRECTORS. **YOUR BOARD OF DIRECTORS UNANIMOUSLY OPPOSES THE ELECTION OF GAMCO'S NOMINEES FOR ELECTION AT THE ANNUAL MEETING, AND RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE FOUR DIRECTOR NOMINEES NAMED IN THE ENCLOSED PROXY STATEMENT AND ON THE ENCLOSED WHITE PROXY CARD.** YOUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN THE BLUE PROXY CARD(S) THAT YOU MAY RECEIVE FROM GAMCO, ITS AFFILIATES OR ANY OTHER PARTY. TO VOTE FOR ALL OF THE SUPERIOR BOARD OF DIRECTORS' NOMINEES, YOU MUST VOTE AND RETURN THE WHITE PROXY CARD. IF YOU PREVIOUSLY SIGNED A BLUE PROXY CARD SENT TO YOU BY GAMCO, ITS AFFILIATES OR ANY OTHER PARTY IN RESPECT OF THE ANNUAL MEETING, YOU CAN REVOKE IT BY SIGNING, DATING AND RETURNING THE ENCLOSED WHITE PROXY CARD.

You may vote “**FOR**” the Board’s nominees by telephone or Internet by following the instructions included on the **WHITE** proxy card included with your materials or by completing, signing, dating, and returning the enclosed **WHITE** proxy card prior to the Annual Meeting.

The Company’s Annual Report to Shareholders for the year ended December 29, 2013 is enclosed with this notice. The following proxy statement and enclosed **WHITE** proxy card are being sent to each shareholder as of the Record Date. You are cordially invited to attend the Annual Meeting, but if you do not expect to attend, or if you plan to attend, but desire the proxy holders to vote your shares, please date and sign the **WHITE** proxy card and return it in the enclosed postage paid envelope. The giving of this **WHITE** proxy card will not affect your right to vote in person in the event you find it convenient to attend. Please return the **WHITE** proxy card promptly to avoid the expense of additional proxy solicitation. If you are a shareholder who owns shares through a broker or other nominee and plan to vote at the Annual Meeting, you must obtain a legal proxy from the bank, broker or other holder of record of your shares to be entitled to vote those shares in person at the Annual Meeting and provide a valid picture identification.

If you have any questions about the attached proxy or require assistance in voting your shares on the **WHITE** proxy card or voting instruction form, or need additional copies of Superior's proxy materials, please contact our proxy solicitor assisting us with the Annual Meeting toll free at 1-800-322-2885.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Paula Winner Barnett

Paula Winner Barnett  
*Secretary*

Van Nuys, California

July , 2014



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**SUPERIOR INDUSTRIES INTERNATIONAL, INC.**

**7800 Woodley Avenue**

**Van Nuys, California 91406**

**PROXY STATEMENT**

**FOR**

**2014 ANNUAL MEETING OF SHAREHOLDERS**

These proxy materials are provided in connection with the solicitation of proxies by the Board of Directors of Superior Industries International, Inc., a California corporation, for the Annual Meeting of Shareholders to be held at 10:00 a.m. Pacific Time on Friday, August 15, 2014, at the Airtel Plaza Hotel which is located at 7277 Valjean Avenue, Van Nuys, California 91406, and at any adjournments or postponements of the Annual Meeting. These proxy materials were first sent on or about July , 2014 to shareholders entitled to vote at the Annual Meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE 2014 ANNUAL MEETING TO BE HELD ON AUGUST 15, 2014**

We are providing you access to this proxy statement, the accompanying form of **WHITE** proxy card and our annual report on Form 10-K for the fiscal year ended December 29, 2013 both by sending you these proxy materials and by notifying you of the availability of these proxy materials on the Internet. These proxy materials are available on the internet at: [www.proxyvote.com](http://www.proxyvote.com).

**INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**What is the purpose of the Annual Meeting?**

The Annual Meeting will be held for the following purposes:

- To elect the following four nominees to the Board of Directors: Donald J. Stebbins, James S. McElya, Francisco S. Uranga and Paul J. Humphries (Proposal No. 1);
- To approve, in a non-binding advisory vote, executive compensation (Proposal No. 2);
- To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2014 (Proposal No. 3); and
- To act upon such other matters as may properly come before the Annual Meeting or any postponements or adjournments thereof.

**What are the Board's voting recommendations?**

The Board recommends that you vote your shares:

· “FOR” all nominees to the Board (Proposal No. 1);

· “FOR” the approval of Superior’s executive compensation (Proposal No. 2); and

· “FOR” ratification of the appointment of Deloitte & Touche LLP as Superior’s independent registered public accounting firm for the fiscal year ending December 28, 2014 (Proposal No. 3).

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**Will other candidates be nominated for election as directors at the 2014 Annual Meeting in opposition to the Board's nominees?**

Yes. GAMCO, a stockholder of the Company, has notified us that it intends to nominate three persons for election as directors to the Superior Board of Directors at the 2014 Annual Meeting in opposition to the nominees recommended by Superior's Board. Superior's Board of Directors does **NOT** endorse any nominee of GAMCO and unanimously recommends that you vote FOR ALL of the nominees proposed by Superior's Board by using the **WHITE** proxy card accompanying this proxy statement. The Board of Directors is deeply committed to Superior, its shareholders and the creation and enhancement of shareholder value. The Board believes that the election of GAMCO's nominees at the Annual Meeting is not in the best interests of Superior and its shareholders. If GAMCO proceeds with its proposed director nominees, you may receive proxy materials from GAMCO. Superior is not responsible for the accuracy of any information contained in any proxy solicitation materials used by GAMCO or any other statements that it may otherwise make. If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, MacKenzie Partners, Inc., toll free at (800) 322-2885.

**What should I do if I receive a BLUE proxy card from GAMCO?**

Director nominations made by any party other than Superior are **NOT** endorsed by the Board of Directors. The Board recommends that you **DO NOT** sign or return the BLUE proxy card that may be sent to you by GAMCO or another party. Voting against these other nominees on the BLUE proxy card that they send you is **NOT** the same as voting for the Board's nominees. If you submit a proxy card other than the **WHITE** proxy card, you may revoke that proxy by voting your proxy **"FOR"** the Board of Director's nominees by telephone or the Internet by following the instructions on the **WHITE** proxy card or by completing, signing, dating, and returning the enclosed **WHITE** proxy card prior to the Annual Meeting.

Only the latest validly executed proxy that you submit will be counted.

**I share an address with another shareholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?**

Superior has adopted an SEC-approved procedure called "householding." Under this procedure, Superior delivers proxy materials to multiple shareholders who share the same address unless Superior has received contrary instructions from one or more of the shareholders. This procedure potentially means extra convenience for shareholders, reduces Superior's printing and mailing costs, and the environmental impact of its Annual Meetings. Shareholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, Superior will deliver promptly a separate copy of the proxy statement and annual report to any shareholder at a shared address to which Superior delivered a single copy of the proxy materials.

To receive free of charge a separate copy of the proxy materials, shareholders may contact Superior's Secretary at 7800 Woodley Avenue, Van Nuys, CA 91406 or (818) 781-4973.

Shareholders who hold shares in "street name" (as described below) may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

**How can I get electronic access to the proxy materials?**

Superior's proxy materials are also available at [www.proxyvote.com](http://www.proxyvote.com). This website address is included for reference only. The information contained on the Company's website is not incorporated by reference into this Proxy Statement.

**Who is entitled to vote?**

To be able to vote, you must have been a shareholder on June 26, 2014, the Record Date for determination of shareholders entitled to notice of and to vote at the Annual Meeting. As of the Record Date, 26,912,102 shares of Superior common stock were issued and outstanding.

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**How many votes do I have?**

Each holder of record of Superior common stock will be entitled to one vote on each matter for each share of common stock held on the Record Date.

**What is the difference between a shareholder of record and a beneficial owner of shares held in street name?**

*Shareholder of Record.* If your shares are registered directly in your name with Superior's transfer agent, Registrar and Transfer Company ("RTC"), you are considered the shareholder of record with respect to those shares, and the proxy materials were sent directly to you by Superior.

*Beneficial Owner of Shares Held in Street Name.* If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the "beneficial owner" of shares held in "street name," and the proxy materials were forwarded to you by that organization. As a beneficial owner, you have the right to instruct your broker, bank, trustee, or nominee how to vote your shares.

**If I am a shareholder of record of Superior's shares, how do I vote?**

If you are a shareholder of record, there are four ways to vote:

*In person.* You may vote in person at the Annual Meeting by requesting a ballot from an usher when you arrive. You must bring valid picture identification such as a driver's license or passport and may be requested to provide proof of stock ownership as of the Record Date.

*Via the Internet.* You may vote by proxy via the Internet by following the instructions included on the **WHITE** proxy card included with your materials.

*By Telephone.* You may vote by proxy by calling the toll free number found on the **WHITE** proxy card included with your materials.

*By Mail.* You may vote by proxy by filling out the **WHITE** proxy card and returning it in the envelope provided.

**If I am a beneficial owner of shares held in street name, how do I vote?**

If you are a beneficial owner of shares held in street name, there are four ways to vote:

*In person.* If you are a beneficial owner of shares held in street name and wish to vote in person at the Annual Meeting, you must obtain a "legal proxy" from the organization that holds your shares. A legal proxy is a written document that will authorize you to vote your shares held in street name at the Annual Meeting. Please contact the organization that holds your shares for instructions regarding obtaining a legal proxy.

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You must bring a copy of the legal proxy to the Annual Meeting and ask for a ballot from an usher when you arrive. You must also bring valid picture identification such as a driver's license or passport. In order for your vote to be counted, you must hand both the copy of the legal proxy and your completed ballot to an usher to be provided to the inspector of election.

*Via the Internet.* You may vote by proxy via the Internet by following the instructions included on the **WHITE** voting instruction form. The availability of Internet voting may depend on the voting process of the organization that holds your shares.

*By Telephone.* You may vote by proxy by calling the toll free number found on the **WHITE** voting instruction form. The availability of telephone voting may depend on the voting process of the organization that holds your shares.

*By Mail.* You will receive a voting instruction form and you may vote by proxy by filling out the **WHITE** voting instruction form and returning it in the envelope provided.

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### **What is a quorum?**

For business to be conducted at the Annual Meeting, a quorum must be present. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. Accordingly, 13,456,052 shares representing votes must be present in person or by proxy at the Annual Meeting to constitute a quorum. Abstentions and “broker non-votes” will be counted for the purpose of determining whether a quorum is present for the transaction of business.

If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

### **What happens if I do not give specific voting instructions?**

*Shareholders of Record.* If you are a shareholder of record and you:

- Indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board; or
- Sign and return a **WHITE** proxy card without giving specific voting instructions,

then the persons named as proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and, in accordance with applicable law, as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on “routine” matters but cannot vote on “non-routine” matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.”

### **Which ballot measures are considered “routine” or “non-routine”?**

Typically, “non-routine” matters include election of directors (Proposal No. 1) and the non-binding advisory vote on executive compensation (Proposal No. 2) and “routine” matters include ratification of the appointment of independent auditors (Proposal No. 3). If GAMCO files definitive proxy materials to contest the election of the Company’s director nominees, then, under applicable exchange rules, all of the proposals in this proxy statement will be non-routine matters, and therefore brokers will not be permitted to exercise discretionary authority regarding any of the proposals to be voted on at the Annual Meeting.

### **What is the voting requirement to approve each of the proposals?**

With respect to Proposal No. 1, the election of directors is determined by plurality voting meaning that the four persons receiving the largest number of “yes” votes will be elected as directors. Under California law, since there is no particular percentage of either the outstanding shares or the shares represented at the meeting required to elect a director, abstentions and broker non-votes will have no effect on the election of directors. Proxies may not be voted for more than the four directors and shareholders may not cumulate votes in the election of directors.



In an uncontested election, our Corporate Governance Guidelines provide that any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation following certification of the shareholder vote. The Nominating and Corporate Governance Committee and the Board of Directors must then decide whether or not to accept the tendered resignation, culminating with a public disclosure explaining the Board of Director’s decision and decision-making process. In a contested election, which will be the case if the nomination of any of the nominees proposed by GAMCO is properly presented at the Annual Meeting, should any of the Company nominees fail to receive the vote required to be elected, the term of his or her service as a director will end on the date the voting results are determined pursuant to California law.

Approval of Proposals No. 2 and No. 3 requires (i) the affirmative vote of a majority of the shares represented and voting at the Annual Meeting at which a quorum is present and (ii) that shares voting affirmatively also constitute at least a majority of the required quorum.

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### **What is a broker non-vote?**

The term broker non-vote refers to shares held by a brokerage firm or other nominee (for the benefit of its client) that are represented at the Annual Meeting, but with respect to which such broker or nominee is not instructed to vote on a particular proposal and does not have discretionary authority to vote on that proposal. Brokers and nominees do not have discretionary voting authority on the election of directors and on other certain non-routine matters, and accordingly may not vote on such matters absent instructions from the beneficial holder. If you hold your shares in “street name” or through a broker it is important that you give your broker your voting instructions.

**If GAMCO files definitive proxy materials to contest the election of the Company’s director nominees, then brokers will not be permitted to vote your shares with respect to any proposals at the Annual Meeting without your instructions as to how to vote. Please instruct your broker how to vote your shares using the voting instruction form provided by your broker. The WHITE voting instruction forms provided by your bank, broker or other nominee will also include information about how to submit your proxy over the Internet or telephonically, if such options are available. Please return your completed WHITE proxy card or voting instruction form to your broker and contact the person responsible for your account or submit your proxy by internet or telephone so that your vote can be counted.**

### **How are broker non-votes and abstentions treated?**

Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present.

With respect to the election of directors (Proposal No. 1), under plurality voting, broker non-votes and abstentions would have no effect on the election of directors.

With respect to each of the other proposals (Proposals No. 2 and No. 3), (i) broker non-votes and abstentions will not affect the outcome requiring an affirmative vote of a majority of the shares represented and voting at the Annual Meeting, however, (ii) broker non-votes and abstentions will have the effect of a vote against the proposal with respect to the additional requirement that shares voting affirmatively also constitute at least a majority of the required quorum.

In order to minimize the number of broker non-votes, Superior encourages you to vote or to provide voting instructions with respect to each proposal to the organization that holds your shares by carefully following the instructions provided in the voting instruction form.

### **Can I change my vote after I have voted?**

You may revoke your proxy and change your vote at any time before the taking of the vote at the Annual Meeting. Prior to the applicable cutoff time, you may change your vote using the Internet or telephone methods described above, in which case only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted. You may also revoke your proxy and change your vote by signing and returning a new proxy card or voting instruction form dated as of a later date, or by attending the Annual Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you properly vote at the Annual Meeting or specifically request that your prior proxy be revoked by delivering a written notice of revocation to Superior’s Secretary at 7800 Woodley Avenue, Van Nuys, California, 91406 prior to the Annual Meeting.

If you vote using the BLUE proxy card sent to you by GAMCO, you can subsequently revoke it by signing, dating and returning the enclosed **WHITE** proxy card or voting instruction form in the postage-paid envelope provided or by submitting your proxy by telephone or by Internet by following the instructions on the **WHITE** proxy card or voting instruction form. Only your last-dated proxy will count—any proxy may be revoked at any time prior to its exercise at the Annual Meeting. If you decide to attend the Annual Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the Annual Meeting.

**Who will serve as the inspector of election?**

IVS Associates, Inc., will serve as the inspector of election.

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**Where can I find the voting results?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be tallied by the inspector of election after the taking of the vote at the Annual Meeting. Superior will publish the final voting results in a Current Report on Form 8-K, which Superior is required to file with the SEC following the Annual Meeting.

**Who is paying the costs of this proxy solicitation?**

Superior is paying the costs of the solicitation of proxies. Superior has retained MacKenzie Partners, Inc. to assist in obtaining proxies by mail, facsimile, telephone or email from brokerage firms, banks, broker-dealers or other similar organizations representing beneficial owners of shares for the Annual Meeting. We have agreed to a fee of approximately \$100,000 plus out-of-pocket expenses. MacKenzie Partners, Inc. may be contacted at (800) 322-2885. Superior may also reimburse brokerage firms, banks, broker-dealers or other similar organizations for the cost of forwarding proxy materials to beneficial owners. In addition, certain of Superior's directors, officers and regular employees, without additional compensation, may solicit proxies on Superior's behalf in person, by telephone, by fax or by electronic mail. See "Proxy Solicitation and Costs" in this proxy statement for further information.

**How can I attend the Annual Meeting?**

Only shareholders as of the Record Date are entitled to attend the Annual Meeting. Each shareholder must present valid picture identification such as a driver's license or passport and, if asked, provide proof of stock ownership as of the Record Date. The use of mobile phones, pagers, recording or photographic equipment, tablets and/or computers is not permitted at the Annual Meeting.

**What is the deadline to propose actions for consideration or to nominate individuals to serve as directors at the 2015 Annual Meeting of shareholders?**

*Requirements for Shareholder Proposals to Be Considered for Inclusion in Superior's Proxy Materials.* Proposals that a shareholder intends to present at the 2015 Annual Meeting of shareholders and wishes to be considered for inclusion in Superior's proxy statement and form of proxy relating to the 2015 Annual Meeting of shareholders must be received no later than (the date that is 120 calendar days before the one year anniversary date of Superior's proxy statement released to shareholders for this Annual Meeting). However, if the 2015 Annual Meeting date has changed more than 30 days from this year's meeting, then the deadline is a reasonable time before we begin to print and send out proxy materials. All proposals must comply with Rule 14a-8 under the Exchange Act, which lists the requirements for the inclusion of shareholder proposals in company-sponsored proxy materials. Shareholder proposals must be delivered to Superior's Secretary by mail at 7800 Woodley Avenue, Van Nuys, CA 91406.

*Requirements for Other Shareholder Proposals to Be Brought Before the 2015 Annual Meeting of Shareholders and Director Nominations.* Our bylaws provide that any nomination of one or more persons for election as a director be made at least 120 days in advance of such meeting. The notice must set forth the information required by the Company's bylaws with respect to each director nomination that the shareholder intends to present at the 2015 Annual Meeting. Notice of any other proposal that a shareholder intends to present at the 2015 Annual Meeting of shareholders, but does not intend to have included in Superior's proxy statement and form of proxy relating to the 2015 Annual Meeting of shareholders, must be submitted not later than the close of business on (the date that is 45 days before the one year anniversary on which Superior first sent its proxy materials for this Annual Meeting); however, if the date of the 2015 Annual Meeting has changed more than 30 days from this year's meeting, then notice must be received a reasonable time before we send our proxy materials. The proxy solicited by the Board of Directors for the 2015 Annual Meeting will confer discretionary voting authority with respect to any proposal presented by a shareholder at that meeting for which Superior has not been provided with timely notice, or, even if there is timely

notice, the shareholder does not comply with the requirements of Rule 14a-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended. Notices must be delivered to Superior's Secretary by mail at 7800 Woodley Avenue, Van Nuys, CA 91406.

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ELECTION OF DIRECTORS****General**

Although the authorized number of directors is presently seven, only four directors are to be elected to the Board of Directors at the Annual Meeting because Superior is currently in the process of eliminating the classification of the Board of Directors, which will be completed for the 2015 Annual Meeting. When re-elected, directors will stand for election at each Annual Meeting for one-year terms. Proxies cannot be voted for a greater number of persons than the nominees named. The names of persons who are nominees for director and their current positions and offices with Superior are set forth in the table below. The proxy holders intend to vote all proxies received by them for the nominees listed below unless otherwise instructed.

In the event that any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for the election of a substitute nominee(s) proposed by the Nomination and Corporate Governance Committee of the Board of Directors. If any such substitute nominee(s) are designated, we will file an amended proxy statement and **WHITE** proxy card that identifies the substitute nominee(s) and provide information required by the rules of the Securities and Exchange Commission. As of the date of this Proxy Statement, the Board of Directors is not aware that any nominee is unable or will decline to serve as a director.

**Director Nominees**

Each of the nominees for director has been nominated for election by the Board of Directors upon recommendation by the Nomination and Corporate Governance Committee and has consented to serve if elected. When a member of the Nominating and Corporate Governance Committee is under consideration for nomination, the nominee typically recuses himself or herself from the discussion and abstains from the voting on the recommendation. The Board of Directors appointed James S. McElya to the Board of Directors in December 2013 upon the recommendation of the Nomination and Corporate Governance Committee. Mr. McElya as well as Paul J Humphries, who is a Director nominee listed below, were brought to the attention of the Nomination and Corporate Governance Committee as potential candidates by a third-party search firm.

| <b>Nominees</b>            | <b>Age</b> | <b>Positions</b>                                |
|----------------------------|------------|---|
| Donald J. Stebbins         | 56         | President and Chief Executive Officer, Director |
| James S. McElya (1)        | 66         | Director  |
| Francisco S. Uranga (1)(2) | 50         | Director  |
| Paul J. Humphries          | 59         | Nominee   |

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(1) Member of Compensation and Benefits Committee

(2) Member of Nominating and Corporate Governance Committee

**Business Experience and Qualifications of Nominees**

**Donald J. Stebbins** was appointed to the Board of Directors effective May 5, 2014. Mr. Stebbins was also appointed as the Company's President and Chief Executive Officer effective May 5, 2014. He was previously Chairman, President and Chief Executive Officer of Visteon Corporation (NYSE:VC), a global supplier of automotive systems, modules and components to global automotive original equipment manufacturers, from December 1, 2008 through August 2012. Mr. Stebbins was a member of the Board of Directors of Visteon from December 2006 through August 2012. Prior to that, Mr. Stebbins was Visteon's President and Chief Executive Officer from June 2008 through November 2008, and its President and Chief Operating Officer from May 2005 through May 2008. Before joining Visteon, Mr. Stebbins served as President and Chief Operating Officer of operations in Europe, Asia and Africa for Lear Corporation, a supplier of automotive seating and electrical distribution systems, since August 2004, President and Chief Operating Officer of Lear's operations in the Americas since September 2001, and prior to that as Lear's Chief Financial Officer. Mr. Stebbins is also a director of WABCO Holdings (NYSE: WBC). Mr. Stebbins has a MBA from the University of Michigan and a BS in Finance from Miami University. Since leaving Visteon in 2012, Mr. Stebbins has provided consulting services for several private equity firms. Mr. Stebbins has more than 27 years of leadership experience in global operations and finance, including over 18 years of experience in the automotive supplier industry. Mr. Stebbins was appointed to Superior's Board of Directors based on the entirety of his experience and skills, including in particular his significant experience in the automotive industry.

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**James S. McElya** has been a member of our Board since December 2013. Mr. McElya is currently chairman of the board of directors of Affinia Group Intermediate Holdings Inc. Until 2013, Mr. McElya was chairman of the board of directors and, until 2012, chief executive officer of Cooper Standard Holdings Inc. Previously, he had served as president of Cooper-Standard Automotive, the principal operating company of Cooper Standard Holdings, and as corporate vice president of Cooper Tire & Rubber Company, the parent company of Cooper Standard, until 2004. Mr. McElya has also served as President of Siebe Automotive Worldwide and over a 22-year period held various senior management positions with Handy & Harman. Mr. McElya is a past chairman of the Motor Equipment Manufacturers Association (MEMA) and a past chairman of the board of directors of the Original Equipment Supplier Association (OESA). Mr. McElya brings to the Board his expertise in the automotive industry as well as leadership experience, including his services as the chief executive officer of a public company. He contributes leadership and strategy experience combined with operation and management expertise. Mr. McElya serves on our Compensation and Benefits Committee.

**Francisco S. Uranga** has been a member of our Board since 2007. Mr. Uranga is Corporate Vice President and Chief Business Operations Officer for Latin America at Taiwan-based Foxconn Electronics, Inc., the largest electronic manufacturing services company in the world, a position he has held since 2004. In this position Mr. Uranga is responsible in Latin America for government relations, regulatory affairs, incentives, tax and duties, legal, customs, immigration, and land and construction issues. From 1998 to 2004, he served as Secretary of Industrial Development for the state government of Chihuahua, Mexico. Previously, Mr. Uranga was Deputy Chief of Staff and then Chief of Staff for Mexican Commerce and Trade Secretary Herminio Blanco, where he actively participated in implementing the North American Free Trade Agreement and in negotiating key agreements for the Mexican government as part of the country's trade liberalization. Earlier, Mr. Uranga was Sales and Marketing Manager for American Industries International Corporation. He earned a B.B.A. in Marketing from the University of Texas at El Paso and a Diploma in English as a Second Language from Brigham Young University. Since July 2012, Mr. Uranga has served on the board of directors of Corporación Inmobiliaria Vesta, a public company traded on the Mexican Stock Exchange. Mr. Uranga brings to the Board expertise in Mexican-American relations, operations and regulatory compliance. Mr. Uranga serves on both the Compensation and Benefits Committee and Nominating and Corporate Governance Committee.

**Paul J. Humphries** is the President of High Reliability Solutions a business group at Flextronics International Inc. (NASDAQ: FLEX), a global end-to-end supply chain solutions company that serves the energy, medical, automotive and aerospace and defense markets, a position he has held since 2011. From 2006 to 2011, Mr. Humphries served as Executive Vice President of Human Resources at Flextronics. In that capacity, he led Flextronics' global human resources organization, programs and related functions including global loss prevention, environmental compliance and management systems. Mr. Humphries joined Flextronics with the acquisition of Chatham Technologies Incorporated in April 2000. While at Chatham Technologies, he served as Senior Vice President of Global Operations. Prior to that, Mr. Humphries held several senior management positions at Allied Signal, Inc. (NYSE: ALD) and its successor Honeywell Inc. (NYSE: HON), BorgWarner Inc. (NYSE: BWA) and Ford Motor Company (NYSE: F). Mr. Humphries has a bachelor's degree (Hons) in applied social studies from Lanchester Polytechnic (now Coventry University) and post-graduate certification in human resources management from West Glamorgan Institute of Higher Education. Mr. Humphries has extensive experience in the automotive supplier industry and senior level management experience with multinational public companies adding expertise in strategy, growth, human resources and global operations.

**Vote Required**

The election of directors is determined by plurality voting meaning that the four persons receiving the largest number of "yes" votes will be elected as directors. You may vote in favor of any or all of the nominees or you may withhold your vote as to any or all of the nominees. Also refer to "What is the voting requirement to approve each proposal?" above for a discussion of the Company's policy in its Corporate Governance Guidelines for election of directors.



Because a shareholder is nominating alternative nominees for director (as discussed below), the number of nominees for director exceeds the number of directors to be elected. Consequently, the nominees receiving the highest number of affirmative votes of the shares entitled to vote at the meeting will be elected as directors. Proxies may not be voted for more than the four directors and shareholders may not cumulate votes in the election of directors. If you hold shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote so that your vote can be counted on this proposal.

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**Recommendation of the Board of Directors**

We believe our four director nominees have the professional and leadership experience, industry knowledge, commitment, diversity of skills and ability to work in a collaborative manner necessary to execute our strategic plans. The Board does not believe the nominees proposed by GAMCO add any relevant automotive public company or operational industry skills to the Board, which has recently been modified with two new members. We believe the election of the Company’s four nominees named in Proposal No. 1 and on the enclosed **WHITE** proxy card best position the Company to deliver value to and represent the interests of all Company shareholders.

**The Board of Directors unanimously recommends a vote “FOR” its four nominees for election as Director on the enclosed **WHITE** proxy card, and urges you **NOT** to sign or return the **BLUE** proxy card(s) that you may receive from GAMCO, its affiliates or any other party.**

**Other Current Directors**

The following list provides information with respect to the other directors currently serving on the Board of Directors of Superior. Except for Sheldon I. Ausman whose term expires at this Annual Meeting and is not standing for re-election, the terms for the directors below will expire at our 2015 annual meeting of shareholders.

| <b>Directors</b>         | <b>Age</b> | <b>Position</b> |
|--------------------------|------------|-----------------|
| Sheldon I. Ausman (1)(2) | 80         | Director        |
| Philip W. Colburn (1)(3) | 85         | Director        |
| Margaret S. Dano (1)(3)  | 54         | Director        |
| Timothy C. McQuay (1)(2) | 62         | Director        |

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(1) Member of Audit Committee

(2) Member of Compensation and Benefits Committee

(3) Member of Nominating and Corporate Governance Committee

**Business Experience and Qualifications of Other Current Directors**

**Sheldon I. Ausman** has been a member of our Board since 1991. Mr. Ausman’s term as a director will expire at this Annual Meeting. For 34 years, Mr. Ausman was with the international firm of Arthur Andersen, accountants and auditors. He retired in 1989 as the Managing Partner of the Southwest United States, Australia, and New Zealand offices. He also served as a member of the firm’s Board of Partners and various other committees. Subsequent to

retiring from Arthur Andersen, Mr. Ausman served on the Board of Northern Trust Bank of California and was a director of Allen Telecom, Inc., a New York Stock Exchange listed manufacturer of wireless equipment to the telecommunications industry. He currently is a Principal of Gumbiner Savett, Inc., a regional public accounting firm, a position he has held since 2005. In addition, he is a director of several nonprofit and privately-owned companies. From 2007 to 2010, Mr. Ausman served as our Lead Director. He brings to our Board expertise in strategic transactions, accounting, financial reporting, and audit of manufacturing companies. Mr. Ausman chairs our Audit Committee and serves on our Compensation and Benefits Committee.

***Philip W. Colburn*** has been a member of our Board since 1990. Mr. Colburn has more than 40 years of business experience as an entrepreneur, senior executive, CEO and Chairman of privately held and public companies. Mr. Colburn retired as the Chairman of Allen Telecom, Inc., a New York Stock Exchange listed manufacturer of wireless equipment to the global telecommunications industry, in July 2003. He held this position since 1988. He also served as CEO of the company from 1988 to 1993. A CPA, Mr. Colburn has a B.S. from UCLA in Finance and a Masters in Economics from the University of Denver. Mr. Colburn has been a director of nine different public companies. He has expertise in senior management, finance, management of foreign and domestic automotive operations, and transactional negotiation and brings this experience and insight to the Board. Mr. Colburn serves on our Audit and Nominating and Corporate Governance Committees.

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**Margaret S. Dano** has been a member of our Board since 2007, has been our Lead Director since 2010, and has served as our Chairman since March 31, 2014. Ms. Dano brings to this position over 30 years of experience in large, industry leading companies. Ms. Dano was Vice President, Worldwide Operations of Garrett Engine Boosting Systems, a division of Honeywell International, Inc., from June 2002 until her retirement from that position in 2005. From April 2002 to June 2002, she was Vice President, Global Operations, Automation and Controls Solutions of Honeywell. She was Vice President, Supply Chain, Office Products of Avery Dennison Corporation from January 1999 to April 2002, and was Avery Dennison's Vice President, Corporate Manufacturing and Engineering from 1997 to 1999. Previously, she was Vice President, Operations Accessories, North America, of Black & Decker Corporation, and she served as a Program Manager, Product Manager and Plant Manager for General Electric Corporation for a five-year period in the early 1990s. Ms. Dano received a B.S.M.E. in mechanical-electrical engineering from the General Motors Institute of Technology and Management. She is currently the Lead Director and a member of the Compensation Committee for Industrial Container Services, Inc. and a member of the Audit, Compensation and Governance committees of Douglas Dynamics, Inc. She has served on the Board, Audit, Compensation and Governance committees of Fleetwood Enterprises, and the Board, Lead Director and Chair of the Compensation Committee for Anthony International. Ms. Dano brings expertise in strategic planning, product management, start-up and global operations, and cost and quality improvements to our Board. Ms. Dano chairs our Nominating and Corporate Governance Committee and serves on our Audit Committee.

**Timothy C. McQuay** has served on our Board since 2011. Mr. McQuay brings with him nearly 30 years of financial advisory experience to the Board. He has served as Managing Director, Investment Banking with Noble Financial Capital Markets, an investment banking firm, since November 2011. Previously, he served as Managing Director, Investment Banking with B. Riley & Co., an investment banking firm, from September 2008 to November 2011. From August 1997 to December 2007, he served as Managing Director – Investment Banking at A.G. Edwards & Sons, Inc. From May 1995 to August 1997, Mr. McQuay was a Partner at Crowell, Weedon & Co. and from October 1994 to August 1997 he also served as Managing Director of Corporate Finance. From May 1993 to October 1994, Mr. McQuay served as Vice President, Corporate Development with Kerr Group, Inc., a New York Stock Exchange listed plastics manufacturing company. From May 1990 to May 1993, Mr. McQuay served as Managing Director of Merchant Banking with Union Bank. Mr. McQuay received an A.B. degree in economics from Princeton University and a M.B.A. degree in finance from the University of California at Los Angeles. He also serves as the Chairman of the Board of Directors of BSD Medical, Inc. and, until September 2013, as the Chairman of the Board of Meade Instruments Corp. Mr. McQuay's qualifications to serve on the Board include, among others, his extensive business and financial experience and his public company board experience, which includes extensive experience on compensation and audit committees. Mr. McQuay also brings to the Board valuable insight into corporate finance, corporate strategy and risk management that he has gained from his 30 years of experience in the investment banking and financial services industries. Mr. McQuay chairs our Compensation and Benefits Committee and serves on our Audit Committee.

**Notice of Other Possible Nominees**

On January 13, 2014, we received a letter from one of our shareholders, GAMCO Asset Management, Inc., a wholly-owned subsidiary of GAMCO Investors, Inc. ("GAMCO"), expressing its intention to nominate Walter M. Schenker, Philip Blazek, and Ryan Morris for election as directors at the Annual Meeting. The nominations by GAMCO were made in compliance with the nomination procedures set forth in the Company's bylaws.

Just last year, GAMCO waged a costly proxy contest against Superior, nominating Mr. Schenker for election as a director for our 2013 annual shareholder meeting. In connection with the 2013 GAMCO nomination, the Nominating and Corporate Governance Committee of the Board conducted an in-person interview of Mr. Schenker on January 31, 2013 and carefully reviewed other materials and information regarding his candidacy. The Board noted, based on the biographical information provided by GAMCO, that Mr. Schenker did not have any relevant automotive industry experience nor any public company experience and that his biography stated that he entered a settlement agreement with the United States Securities and Exchange Commission (SEC) in 2007, related to unregistered sales of “PIPE” securities where he neither admitted nor denied the SEC’s allegations against him. Based upon this evaluation, the Board’s judgment was that Mr. Schenker lacked the qualifications to serve on the Board of Directors and would not add to the diversity or quality of the Board of the Directors. After a vigorous proxy contest last year, Mr. Schenker was not elected by the shareholders to Superior’s Board of Directors. GAMCO is once again waging a proxy contest and once again nominating Mr. Schenker, in addition to Messrs. Blazek and Morris.

Prior to receiving GAMCO’s January letter, in November 2013, Steven Borick, our former Chairman and CEO, and Margaret Dano, our lead director, met with Mario Gabelli, Chairman and CEO of GAMCO, in New York. Mr. Gabelli offered his views regarding the Board, management and capital allocation; no specific discussions were had regarding a proxy contest. On December 5, 2013, GAMCO filed an amendment to its Schedule 13D presenting a shareholder proposal requesting a Dutch auction self-tender offer and indicating its intention to submit up to four nominees for director at our 2014 annual meeting. On June 27, 2014, GAMCO notified the Company that it is withdrawing its shareholder proposal.

After we received the January 13, 2014 letter from GAMCO, the Board of Directors carefully considered the nomination of Messrs. Schenker, Blazek and Morris. On March 10, 2014, we sent GAMCO a letter requesting to interview the GAMCO nominees, that the nominees complete our standard director’s and officers’s questionnaire and confirmation from the nominees that they will, if elected, comply with our code of conduct and other corporate governance policies. On March 17, 2014, GAMCO responded that neither interviews nor questionnaires are prerequisites for nomination to our board and would “only” make its nominees available to be interviewed or fill out standard questionnaires “after” we had reached a definitive settlement on the composition of the board (which at that point was not close to occurring and no such agreement has been reached). Each nominee also personally declined to be interviewed. Despite not receiving the requested information, the Board of Directors proceeded to thoroughly review the resumes of the GAMCO nominees (based on information provided by GAMCO) and conducted an analysis of each nominee (which, in Mr. Schenker’s case, included an interview with him last year).

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On February 12, 2014, our directors, James McElya and Philip Colburn, met with Mr. Gabelli and through June conducted several calls (along with Ms. Dano) with Mr. Gabelli and George Maldonado, Director of Proxy Voting Services of GAMCO, in an attempt to discuss and settle the proposed director nominations by GAMCO.

In our settlement discussions, we proposed settlements that would involve Superior appointing one of GAMCO's nominees, and jointly agreeing on a second director (excluding the other GAMCO nominees) as well as p