SUPERIOR INDUSTRIES INTERNATIONAL INC
Form PRER14A
March 25, 2016
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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 x Filed by a Party other than the Registrant ¨

Check the appropriate box:

x 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 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):

x 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:

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(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:

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY PROXY STATEMENT   SUBJECT TO COMPLETION

SUPERIOR INDUSTRIES INTERNATIONAL, INC.

March   , 2016

Dear Superior Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Superior Industries International, Inc. (the Annual Meeting), which will be held at the Westin Detroit Metropolitan Airport (2501 Worldgateway Place, Detroit, Michigan 48242) on April 26, 2016, at 10:00 a.m. Eastern Time. During 2015, the Company continued to improve its performance and return capital to stockholders. The Company has also focused on engaging with stockholders on important topics, such as executive compensation.

In 2015, under your new management team and with the guidance of a refreshed board, we stayed focused on running the company and have achieved significant milestones that have benefited the company and its stockholders.

Improved Performance. The Company exceeded our full year outlook and achieved our stated goal of double-digit EBITDA margin as a percentage of net sales two years ahead of our original plan. In 2015, we also made progress towards and completed various manufacturing, operational, and organizational initiatives that continue to enhance our competitive position including:

- We successfully and on schedule ramped up our new manufacturing plant in Mexico to manufacture our full range of wheel designs and achieved our objective of running the plant at its initially rated production capacity. Additionally, we began expansion of this new facility in 2015 and expect such expansion will be fully completed in the first quarter of 2016, further enhancing the Company s production capacity.

- We have made organizational changes to further support our customer-centric culture, including the completion of our strategic relocation of our headquarters from Van Nuys, California to Southfield, Michigan in 2015 to be in closer proximity to our customers.

- We added wheel polishing capabilities in Mexico in conjunction with a supplier/partner, allowing us to lower cost and streamline the delivery of wheels directly to our customers production facilities.

- We opened a new Shared Services Center in Mexico, centrally locating key support functions and allowing the sharing of best practices.

- We also implemented a tax restructuring plan during the fourth quarter of 2015 that should reduce cash taxes and lower our effective tax rate.

Further highlights from our 2015 performance can also be found in the Proxy Summary and Compensation Discussion and Analysis sections of the attached proxy statement.

Strategic Plan. We have, in connection with our Board, developed a strategic plan for Superior, focused on improving our global competitiveness, building on our culture of product innovation and technology, evaluating opportunities for disciplined growth and value creation, maintaining a balanced approach to capital allocation and increasing our visibility with the financial community. We are seeking to achieve these priorities by, among other actions:

- increasing our manufacturing and finishing capacities and capabilities;
- diversifying our customer base;

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- reducing our cost per wheel;
- enhancing product quality and focusing on more complex products;
- executing strategic investment in our intellectual property portfolio;
- implementing a new ERP system and program management process and introducing sophisticated production planning tools;
- engaging with customers on design ideas and engineering concepts;
- establishing global relationships; and
- continuing our strong track record of dividends and stock repurchases while maintaining financial capacity to opportunistically pursue potential M&A prospects.

Our management works closely with our Board to develop our strategic plan. The Board reviews Superior s strategic plan at least annually and more frequently as significant opportunities or events arise.

Continued to Return Capital to Stockholders. We continue to evaluate different strategies for maximizing our stockholders return on investment. We are proud to have returned over $38 million to our stockholders in 2015 through share repurchases and dividends, and $49 million by the end of January 2016. We recently announced a new $50.0 million share repurchase program and began repurchasing additional shares in February 2016.

Executive Compensation Highlights. Among other changes, we implemented a new long-term incentive program in 2015, with performance-based restricted stock units that can be earned based on our achievement over a three-year period on the following three performance measures: (i) return on invested capital; (ii) EBITDA margin; and (iii) relative total shareholder returns. Following these changes to the Company s long-term incentive program, approximately 2/3 of the target annual LTI awards consist of performance-based restricted stock units and 1/3 consist of time-based restricted stock units (RSUs). These changes to our executive compensation program, and other updates to our executive compensation, are described throughout this Proxy Statement.

Stockholder Engagement Highlights. We have conducted considerable stockholder outreach, through which we have sought ongoing input from our largest institutional investors and other stockholders holding approximately 65% of our outstanding shares, including GAMCO Asset Management Inc., a subsidiary of GAMCO Investors, Inc. (GAMCO), regarding our board composition, executive compensation and other practices, and implemented changes based on this input. We value stockholder views and insights, and our dialogue with stockholders has led to a number of changes, in particular, with respect to the addition of a new director in 2015 with capital markets experience and changes to our executive compensation program, which we believe addresses stockholders concerns. We have described these changes throughout this Proxy Statement.

Further, following a request by GAMCO for a stockholder proposal regarding proxy access, we have chosen to offer a proxy access proposal to our stockholders for their consideration.

Your Vote is Important. We, and the rest of the Board of Directors (the Board), invite you to attend the Annual Meeting. If you are not able to attend in person, we encourage you to vote by proxy. These proxy materials contain detailed information about the matters on which we are asking you to vote.

Despite achieving our goals and the fact that its nominees have been defeated in each of the past three years, you should know that once again GAMCO has proposed three alternative nominees for election at the Annual Meeting in opposition to the nominees recommended by our Board. After interviewing and conducting a review of each of the nominees proposed by GAMCO, your **Board unanimously opposes the election of GAMCO s nominees for election at the Annual Meeting.** Your Board is deeply committed to Superior, its stockholders and the creation and enhancement of stockholder value. In the Board s opinion, the election of GAMCO s nominees for election at the Annual Meeting is not in the best interests of Superior and its stockholders. 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.

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Whether or not you plan to attend the Annual Meeting, your vote is important, and we encourage you to vote promptly. You can vote your shares over the telephone, via the Internet or by completing, dating, signing and returning the enclosed WHITE proxy card, as described in the enclosed Proxy Statement and proxy card. We strongly urge you to read the accompanying Proxy Statement carefully and vote FOR the election of each of the nominees nominated by our Board 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 s 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.

/s/ Donald J. Stebbins	/s/ Margaret S. Dano
Donald J. Stebbins	Margaret S. Dano
President and Chief Executive Officer	*Chairman of the Board*

This proxy statement is dated March , 2016 and is first being distributed to stockholders on or about March , 2016.

YOUR VOTE IS IMPORTANT

Please complete, date and sign your **WHITE** proxy card and return it promptly in the enclosed postage-paid envelope or vote over the telephone or via the Internet by following the instructions on the enclosed **WHITE** proxy card, whether or not you plan to attend the Annual Meeting. If you own shares in a brokerage account, your broker cannot vote your shares on any of the proposals, unless you provide voting instructions to your broker. **Therefore, it is very important that you exercise your right as a stockholder and vote on all proposals.**

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:

1212 Avenue of the Americas, 24th Floor

New York, N.Y. 10036

(212) 297-0720

Call Toll-Free at: (877) 629-6356

E-mail: info@okapipartners.com

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SUPERIOR INDUSTRIES INTERNATIONAL, INC.

NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

Time and Date:	Tuesday, April 26, 2016 at 10:00 a.m. Eastern Time
Place:	The Westin Detroit Metropolitan Airport 2501 Worldgateway Place Detroit, Michigan 48242
Record Date:	March 11, 2016
	Each holder of Superior common stock as of the Record Date will be entitled to one vote on each matter for each share of common stock held on the Record Date.
Items to Be Voted On:	1. To elect the following eight nominees to the Board of Directors (the Board): Michael R. Bruynesteyn, Margaret S. Dano, Jack A. Hockema, Paul J. Humphries, James S. McElya, Timothy C. McQuay, Donald J. Stebbins and Francisco S. Uranga; 2. To approve, in a non-binding advisory vote, executive compensation; 3. To approve the material terms of the performance goals under the Superior Industries International, Inc. Annual Incentive Performance Plan; 4. To consider a proposal regarding proxy access; 5. To ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 25, 2016; and 6. To act upon such other matters as may properly come before the Annual Meeting or any postponements or adjournments thereof.

Contested Election:	SUPERIOR HAS RECEIVED A NOTICE FROM GAMCO ASSET MANAGEMENT INC. (GAMCO), 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. **YOUR BOARD 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 EIGHT DIRECTOR NOMINEES NAMED IN THE ENCLOSED PROXY STATEMENT AND ON THE ENCLOSED WHITE PROXY CARD.** YOUR BOARD 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 S 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.

How to Vote:	**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES PROMPTLY BY COMPLETING, DATING, SIGNING AND RETURNING THE WHITE PROXY CARD, OVER THE TELEPHONE OR VIA THE INTERNET, AS DESCRIBED IN THE ENCLOSED PROXY STATEMENT.**
	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 s 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.***
Contact Information:	If you have any questions about the attached Proxy Statement 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 Okapi Partners LLC, our proxy solicitor assisting us with the Annual Meeting, toll free at (877) 629-6356.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Kerry A. Shiba
Kerry A. Shiba
Secretary

Southfield, Michigan

March , 2016

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PROXY SUMMARY

This summary highlights selected information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting. For more complete information regarding our 2015 performance, please review our 2015 Annual Report on Form 10-K.

The 2015 annual report to stockholders, including financial statements, is being made available to stockholders together with these proxy materials on or about , 2016.

2016 ANNUAL MEETING OF STOCKHOLDERS ANNUAL MEETING INFORMATION

Time and Date:	Tuesday, April 26, 2016 at 10:00 a.m. Eastern Time
Place:	The Westin Detroit Metropolitan Airport 2501 Worldgateway Place Detroit, Michigan 48242
Record Date:	March 11, 2016
Voting:	You are entitled to vote at the meeting if you were a stockholder of record of Superior s common stock at the close of business on March 11, 2016 (the Record Date). Each holder of Superior common stock as of the Record Date will be entitled to one vote on each matter for each share of common stock held on the Record Date.

For more information regarding the Annual Meeting and voting, please see our Q&A Section, found at page 77.

2016 ANNUAL MEETING OF STOCKHOLDERS AGENDA AND VOTING RECOMMENDATIONS

Proposals:		**Board Voting Recommendation:**	**Page Reference for More Detail:**
1.	Election of Directors	FOR all nominees	8
2.	Advisory vote to approve executive compensation	FOR	33
3.	Approval of the material terms of the performance goals under the Superior Industries International, Inc. Annual Incentive Performance Plan	FOR	36
4.	Consideration of proxy access	NO RECOMMENDATION	39
5.	Ratification of the appointment of Deloitte & Touche LLP as the	FOR	43

Company s independent registered public accounting firm for 2016

***YOUR VOTE IS IMPORTANT*. Whether or not you plan to attend the Annual Meeting, your vote is important, and we encourage you to vote promptly. You can vote your shares over the telephone, via the Internet or by completing, dating, signing and returning the enclosed WHITE proxy card, as described in the enclosed Proxy Statement and proxy card. We strongly urge you to read the accompanying 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*.**

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2015 PERFORMANCE & BUSINESS HIGHLIGHTS

Since 2014, we have focused our strategic priorities with the goal of improving our financial performance and increasing value for stockholders. Even though the full impact of our initiatives does not immediately flow through to our bottom line because of the standard two-to-three year business cycle in our industry, we are already seeing positive results for 2015 and beyond.

Recent Business Highlights/Company Performance

ü Our Total Shareholder Return (TSR) of 13% outperformed the TSR of our proxy peers (-26%), the Russell 2000 (-4%) and the S&P 500 (9%) from May 5, 2014 (the date Mr. Stebbins joined the Company as our CEO) through March 1, 2016, as shown in the chart below:

Source: FactSet as of March 1, 2016

ü 173% increase in earnings per share from 2014 to 2015

ü Maintained balance approach to capital allocation in 2015 with over $38 million returned to stockholders in dividends and share repurchases and $40 million in capital expenditures

ü 2015 adjusted EBITDA(3) of approximately $76.1 million, a 36% increase year-over-year

ü 2015 adjusted EBITDA(3) as a percentage of value-added sales of approximately 21.1%, a 600 basis point improvement year-over-year

ü 2015 adjusted EBITDA(3) as a percentage of net sales of approximately 10.4%, achieving the goal of double digit EBITDA margin two years ahead of plan

ü Received the 2015 supplier of the year award from General Motors

ü Improved safety performance by 45% in 2015 versus 2014

ü Improved quality performance by 27% in 2015 versus 2014 ü In the fourth quarter of 2015, shipped 3.2 million wheels, the highest quarterly production since 2007

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ü Brought into full production our new facility in Mexico

ü Completed the relocation of our headquarters from California to Michigan

ü In January 2016, we announced a new $50 million stock repurchase program

(1) Total Shareholder Returns calculated as the compounded return between two time periods, assuming that dividends are re-invested at the closing share price on the ex-dividend date
(2) Proxy Peers reflects the simple average TSR of Accuride, Commercial Vehicle Group, Dorman Products, Drew Industries, Fuel Systems Solutions, Gentherm, Miller Industries, Modine Manufacturing, Shiloh Industries, Spartan Motors, Standard Motor Products, Stoneridge, Strattec Security, and Tower International.
(3) For these purposes, we define adjusted EBITDA , as earnings before interest, taxes, depreciation, amortization, restructuring charges, costs from facility closures and impairments of long-lived assets and investments. This is the same definition we used in our publicly reported earnings release.

EXECUTIVE COMPENSATION HIGHLIGHTS

Highlights of our 2015 executive compensation program and recent changes are summarized below.

2015 Executive Compensation Highlights and Recent Changes

Strong 2015 Performance. Based on our strong EBITDA performance in 2015, the annual incentive pool for our NEOs was funded at 109.25% of target amounts. Consequently, non-equity plan compensation in 2015 increased (year over year) for the NEOs due to exceeding the 2015 target level of performance, whereas our 2014 EBITDA performance had fallen short of the 2014 target level of performance.

New Individual Performance Component of Annual Incentive. The Annual Incentive Performance Plan (AIPP) plays an important role in our approach to total compensation. We believe it motivates participants to focus on improving our performance on key financial measures during the year, and it requires that we achieve defined, objectively determinable goals before participants become eligible for an incentive payout. For all NEOs other than the CEO, the Compensation and Benefits Committee could exercise discretion to increase or decrease the fixed portion of the non-equity incentive bonus a NEO otherwise earned within a range of 0% to 200% depending on the NEO s annual performance rating (against pre-specified individual performance goals).

New Long-Term Incentive Plan (LTIP) Performance Measures. We implemented a new LTIP in 2015, with performance-based restricted stock units (PRSUs) that can be earned based on our achievement over a three-year period on the following three performance measures.

Return on invested capital (ROIC) (40% weighting)

EBITDA margin (40% weighting)

Relative TSR (20% weighting)

As discussed further in the *2015 Executive Compensation Components Long-Term Equity Incentive Compensation* section of this proxy, these performance measures were developed after a rigorous bottom-up financial analysis of our business.

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STOCKHOLDER ENGAGEMENT

We have conducted considerable stockholder outreach, through which we have sought ongoing input from our largest institutional investors and other stockholders regarding our executive compensation and other practices, and implemented changes based on this input. We value stockholder views and insights. Below are highlights of such stockholder engagement.

Pre-2015 Annual Meeting Stockholder Engagement:	**Pre-2015 Annual Meeting Actions:**
Members of our senior executive team and members of the Compensation and Benefits Committee engaged in conversations with many of our largest stockholders.	ü Redesigned Annual Incentive Performance Plan (AIPP) aligned with performance driven culture to incorporate an individual performance multiplier for each participant other than the CEO
Following such engagement and in response to the input provided by stockholders, prior to the completion of the 2015 annual meeting, we took a number of actions, which are detailed in this chart.	ü Implemented a Long Term Incentive (LTIP) program driven by performance outcomes
	ü Based the LTIP performance awards on 1/3 RSUs and 2/3 PRSUs vesting over 3 years
	ü Discontinued restricted stock (which had historically been subject solely to time based vesting) and stock option awards for key employees
	ü Adopted Stock ownership guidelines for executives and directors
	ü Adopted a formal claw back policy for all incentive-based awards granted on or after March 6, 2014
Post-2015 Annual Meeting Stockholder Engagement:	**Post-2015 Annual Meeting Actions:**

Emphasis on performance-based equity awards is important and ideally represents 2/3rds of total equity awards	ü This 2/3rds performance-based LTIP concentration for CEO compensation is mandated by our CEO s 2014 employment agreement. We leveraged this concentration in 2015 as the basis for our LTIP grants to all other NEOs. We have continued this performance- based LTIP concentration in 2016 for grants to all NEOs.
Large sign-on equity awards (such as Mr. Stebbins 2014 inducement award) that are purely time-based are disfavored	ü Large sign-on equity award for new CEO was one-time event in 2014 to attract and retain top talent; three-year cliff vesting provides long-term link to stockholder value. We will continue to evaluate and consider stockholder opinion with respect to onboarding compensation in the future.
Proxy statement description of compensation program was uneven, hard to follow and lacked detail	ü Refinements made for 2016 proxy statement disclosure
Introduce more balance and variety in the performance criteria used for incentive awards, where EBITDA is used in both short and long-term incentives	

ü In 2016, Cumulative EPS will replace EBITDA margin as a performance measure for 40% of the PRSU awards.

ü We expect to have Compensation and Benefits Committee members continue to meet with stockholders up until and through the 2016 annual meeting and thereafter

ü CEO base salary remained the same for both 2015 and 2016 (and has remained the same since the CEO s appointment in 2014)

ü Maintained LTIP with heavy (2/3rds) emphasis on performance-based PRSU component

ü Modified the Executive Stock Ownership Guidelines to implement a mandatory holding requirement on 100% of net shares acquired upon vesting or exercise until the requirement is met

ü Comprehensive review of executive compensation program by a newly-hired independent consultant to the Compensation and Benefits Committee

ü Continue to evaluate mix of LTIP performance measures to reflect our business strategy

ü In 2016, Cumulative EPS will replace EBITDA Margin as a performance measure.

ü Performance criteria for the LTIP awards will include cumulative EPS (40%), ROIC (40%) and TSR relative to our peer group (20%).

ü In 2016, we are adjusting the target LTIP award size for all NEOs (other than the CEO) to increase the portion of their compensation that is performance-based and at risk.

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CORPORATE GOVERNANCE HIGHLIGHTS

Our Board is committed to having a sound governance structure that promotes the best interests of our stockholders. The following table highlights certain of our governance practices:

Requirement that at least a majority of the Board be independent
Majority withhold vote policy in uncontested elections of directors with a director resignation policy
Separation of the Chairman of the Board and Chief Executive Officer roles (independent Chairman of the Board)
Annual election of all directors (the Board was declassified in 2014 at the initiative of the Board)
Annual Board and Committee self-evaluation
Audit, Compensation & Benefits and Nominating and Corporate Governance Committees are comprised entirely of independent directors
Limitation on the number of a director s outside board memberships to three
The independent directors meet regularly without the presence of management
Stock ownership and retention requirement for non-management directors and executive officers
No waivers of code of conduct policy for any director or executive officer
Risk oversight by the full Board and committees
The charters of the committees of the Board clearly establish the committees respective roles and responsibilities, including the authority to hire outside advisors independently of management
Our stockholders have the right to call special meetings

No poison pill in place

Clear and robust corporate governance guidelines

In addition, in connection with a review of our corporate governance practices and the consideration of input from our stockholders (including the receipt of a stockholder proxy access proposal from GAMCO for inclusion in the 2017 annual meeting pursuant to Rule 14a-8 of the Exchange Act), we have included in this proxy statement a proxy access proposal for evaluation by our stockholders which, if supported by our stockholders and adopted by our Board, would allow any stockholder or group of stockholders that has maintained ownership of 3% or more of the Company s shares continuously for at least 3 years to include a specified number of director nominees in the Company s proxy materials for the Company s annual meeting of stockholders, subject to the procedures set forth in Proposal No. 4. See Proposal No. 4 Advisory Vote Regarding Proxy Access beginning on p [ ].

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DIRECTOR NOMINEE HIGHLIGHTS

Name	Age	Director Since	Principal Occupation	Independent	Board Committees
Michael R. Bruynesteyn	52	2015	Treasurer & Vice President, Strategic Finance of Turner Construction Company	X	Audit Committee
Margaret S. Dano (Chairman of the Board)	56	2007	Retired Vice President, Worldwide Operations, Garrett Engine Boosting Systems (a division of Honeywell International, Inc.)	X	Nominating & Corporate Governance Committee
Jack H. Hockema	69	2014	Chairman & CEO of Kaiser Aluminum Corporation	X	Audit and Nominating and Corporate Governance (Chair) Committees
Paul J. Humphries	61	2014	President of High Reliability Solution (a business group of Flextronics International Ltd.)	X	Audit and Compensation & Benefits Committees
James S. McElya	68	2013	Chairman of the Board of Directors, Affinia Group Intermediate Holdings Inc.	X	Compensation & Benefits (Chair) and Nominating and Corporate Governance Committees
Timothy C. McQuay	64	2011	Retired Managing Director, Investment Banking with Noble Financial Markets	X	Audit (Chair) and Compensation & Benefits Committees
Donald J. Stebbins	58	2014	President and CEO of Superior Industries International, Inc.		
Francisco S. Uranga	52	2007	Corporate Vice President and Chief Business Operations Officer for Latin America of Foxconn	X	Compensation & Benefits and Nominating & Corporate Governance Committees

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

General

Upon the recommendation of our Nominating and Corporate Governance Committee, the Board of Directors (the Board) has nominated the eight individuals listed below to stand for election at the Annual Meeting for a one-year term ending at the annual meeting of stockholders in 2017 or until their successors, if any, are elected or appointed. All nominees have consented to be named in this proxy statement and to serve as directors, if elected. 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 Nominating and Corporate Governance Committee of the Board. 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.

The Board, through the Nominating and Corporate Governance Committee, considers the following experience, qualifications, attributes and skills of both potential director nominees as well as existing members of the Board:

For more information regarding director nominations and qualifications, see the sections titled Information about Director Nominees and Director Selection beginning on page 9.

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Information about Director Nominees

Set forth below is information about our nominees, including their names and ages, recent employment or principal occupation, their period of service as a Superior director, the names of other public companies for which they currently serve as a director or have served as a director within the last five years, and a summary of their specific experience, qualifications, attributes or skills that led to the conclusion that they are qualified to serve as a director.

Each of the nominees for director has been nominated for election by the Board upon recommendation by the Nominating 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.

MICHAEL R. BRUYNESTEYN

Treasurer and Vice President, Strategic Finance, Turner Construction Company

Independent

Age: 52

Director since: 2015

Board Committee: Audit

Qualifications: Mr. Bruynesteyn has developed a deep understanding of capital markets from hands-on experience over the last 20 years. He cultivated a firm grasp of the investor s perspective from the vantage points of directing investor relations for General Motors, leading the award-winning sellside research team covering the automotive industry for Prudential Securities, and investing on the buyside as part of a $6 billion hedge fund owned by Lehman Brothers. Mr. Bruynesteyn built on this knowledge base by providing deal-making advice to automotive and

Mr. Bruynesteyn is Treasurer and Vice President, Strategic Finance of Turner Construction Company, the largest non-residential commercial construction company in the United States, a position he has held since 2013. He previously was a Managing Director at the investment banking firm Strauss Capital Partners, where he served middle-market clients, raising capital, providing board-level financial advisory services and executing M&A transactions from 2008 to 2012. Prior to that, Mr. Bruynesteyn was a Managing Director in the asset management division of Lehman Brothers, where he focused on transportation-related investments from 2006 to 2008. From 1999 to 2006, Mr. Bruynesteyn was a Senior Equity Research Analyst at Prudential Equity Group in the Automotive Group, where he acted as a sell-side analyst. Prior to his position at Prudential Equity Group, Mr. Bruynesteyn worked at General Motors, where he held various finance positions until he departed as Director of Investor Relations in 1998.

Education:

Mr. Bruynesteyn holds a Bachelor of Applied Science in Mechanical Engineering from the University of British Columbia and a Master of Business Administration from the London Business School.

Current Directorships:

None

energy storage companies with boutique investment bank Strauss Capital. He remains active in the capital markets in his current role as Treasurer of Turner Construction, where he leads a team focused on cash generation and is responsible for investing more than $1 billion of the company s funds. Mr. Bruynesteyn continues his engagement in the automotive industry as a member of the Advisory Board of Levant Power, a developer of breakthrough active suspension technology.	*Former Directorships:* None

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MARGARET S. DANO

Retired Vice President, Worldwide Operations, Garrett Engine Boosting Systems (a division of Honeywell International, Inc.)

Chairman of the Board

Independent

Director since: 2007

Age: 56

Board Committee: Nominating and Corporate Governance

Qualifications: Ms. Dano has been active in the automotive industry for almost 10 years. She also has served on and led boards for public and private companies that have delivered strong operating improvements, realizing positive results for investors. Ms. Dano brings expertise in strategic planning, product management, start-up and global operations, and cost and quality improvements to our Board. Additionally, Ms. Dano provides substantial experience in analyzing and integrating acquisitions into existing business units in addition to her expertise and qualifications as a long-standing director of Superior.

Ms. Dano was our Lead Director from 2010 until she became our Chairman on 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. (NYSE: HON) (Honeywell), 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 (NYSE: AVE) (Avery Dennison) 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 (NASDAQ: SWK), and she served as a Program Manager, Product Manager and Plant Manager for General Electric Corporation (NYSE: GE) for a five-year period in the early 1990s.

Education:

Ms. Dano received a B.S.M.E. in mechanical engineering from the General Motors Institute of Technology and Management.

Current Directorships:

Industrial Container Services, Inc. (Compensation Committee), Neenah Paper, Inc. (Nominating and Corporate Governance Committee) and Douglas Dynamics, Inc. (Audit, Compensation and Governance Committees)

Former Directorships:

Fleetwood Enterprises and Anthony International

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JACK A. HOCKEMA

Chairman and Chief Executive Officer Kaiser Aluminum Corporation

Independent

Director since: 2014

Age: 69

Board Committees: Audit and Nominating and Corporate Governance (Chair)

Qualifications: Mr. Hockema brings considerable and valuable talent developed throughout his career, including as Chairman and CEO of a public company. In particular, Mr. Hockema contributes important expertise to the Board, including automotive and aluminum industry knowledge, metals fabrication and operations experience, strategic planning and financial acumen. Mr. Hockema also has extensive experience in mergers and acquisitions as well as capital markets transactions. Mr. Hockema has demonstrated the ability to deliver shareholder value through, among other initiatives, turning around underperforming operations, repositioning manufacturing portfolios, and delivering long-term profitable growth and industry-leading shareholder returns.

Mr. Hockema is the Chairman and Chief Executive Officer of Kaiser Aluminum Corporation (NASDAQ: KALU) (Kaiser), a leading producer of semi-fabricated specialty aluminum products. He previously served as President from October 2001 to December 2015, Executive Vice President of Kaiser Aluminum and President of the Kaiser Fabricated Products division from January 2000 to October 2001, and Executive Vice President of Kaiser from May 2000 to October 2001. He served as Vice President of Kaiser from May 1997 to May 2000. Mr. Hockema was President of Kaiser Engineered Products from March 1997 to January 2000. He served as President of Kaiser Extruded Products and Engineered Components from September 1996 to March 1997. Mr. Hockema served as a consultant to Kaiser and acting President of Kaiser Engineered Components from September 1995 to September 1996. Mr. Hockema was an employee of Kaiser from 1977 to 1982, working at the Trentwood facility in Spokane, Washington, and serving as plant manager of the former Union City, California can plant and as operations manager for Kaiser Extruded Products. In 1982, Mr. Hockema left Kaiser to become Vice President and General Manager of Bohn Extruded Products, a division of Gulf+Western, and later served as Group Vice President of American Brass Specialty Products until June 1992. From June 1992 to September 1996, Mr. Hockema provided consulting and investment advisory services to individuals and companies in the metals industry.

Education:

He holds a M.S. in Management and a B.S. in Civil Engineering, both from Purdue University.

Current Directorships:

Kaiser Aluminum Corporation

Former Directorships:

Clearwater Paper Corp.

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PAUL J. HUMPHRIES

President of High Reliability Solutions, a business group at Flextronics International Ltd.

Independent

Director since: 2014

Age: 61

Board Committees: Audit and Compensation and Benefits

Qualifications: Mr. Humphries has extensive experience in the automotive supplier industry and senior level management experience with multinational public companies, providing valuable expertise in strategy, growth, human resources and global operations. Further, Mr. Humphries has extensive experience in planning, implementing and integrating mergers and acquisitions.

Mr. Humphries is the President of High Reliability Solutions, a business group at Flextronics International Ltd. (NASDAQ: FLEX) (Flex), a global end-to-end supply chain solutions company that serves the 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 Flex. In that capacity, he led Flex s global human resources organization, programs and related functions including global loss prevention, environmental compliance and management systems. Mr. Humphries joined Flex 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).

Education:

Mr. Humphries has a B.A. 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.

Current Directorships:

Silicon Valley Education Foundation (Chairman)

Prior Directorships:

None

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JAMES S. MCELYA

Chairman of the Board of Directors, Affinia Group Intermediate Holdings Inc.

Independent

Director since: 2013

Age: 68

Board Committees: Compensation and Benefits (Chair) and Nominating and Corporate Governance

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 (NYSE: CSA) (Cooper Standard), 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).

Qualifications: Mr. McElya has expertise in the automotive industry as well as leadership experience, including his services as the chief executive officer of a public company. Mr. McElya also provides substantial experience with mergers and acquisitions in the automotive industry Mr. McElya was instrumental in bringing Cooper Standard from a $1.5 billion business in 2004 to over $3.0 billion when he retired as CEO in 2012. This growth was predominantly a result of a comprehensive M&A strategy. He contributes leadership and strategy experience combined with operation and management expertise.

Education:

Mr. McElya attended West Chester University.

Current Directorships:

Affinia Group Intermediate Holdings Inc. (Chairman)

Former Directorships:

Cooper Standard Holdings Inc.

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TIMOTHY C. MCQUAY

Retired Managing Director, Investment Banking, Noble Financial Capital Markets

Independent

Director since: 2011

Age: 64

Board Committees: Audit (Chair) and Compensation and Benefits

Qualifications: Mr. McQuay provides, among other qualifications, his extensive business and financial experience and his public company board experience, which includes extensive experience on compensation and audit committees. Further, Mr. McQuay provides a deep knowledge of the capital markets and significant investment banking experience, having been involved in mergers and acquisitions representing in aggregate more than $4 billion. Mr. McQuay also brings to the Board valuable insight into corporate strategy and risk management that he has gained from his 36 years of experience in the investment banking and financial services industries. Of particular relevance to his service on our Board, while Mr. McQuay also served on Keystone s board, the company made eight strategic acquisitions between 1996 and 2007 representing more than $400 million in aggregate value. Mr. McQuay served on Keystone s special committee in connection with the company s sale to LKQ

Mr. McQuay brings with him nearly 36 years of financial advisory experience to the Board. From November 2011 until his retirement in December 2015, he served as Managing Director, Investment Banking with Noble Financial Capital Markets, an investment banking firm. 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.

Education:

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.

Current Directorships:

Perseon Corp. (Chairman)

Former Directorships:

Keystone Automotive Industries, Inc. (Chair, Audit Committee) Meade Instruments Corp. (Chairman)

Corporation in 2007 for $800 million.

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DONALD J. STEBBINS

Superior Industries International, Inc. President and Chief Executive Officer

Director since: 2014

Age: 58

Board Committees: None

Qualifications: Mr. Stebbins has more than 28 years of leadership experience in global operations and finance, including over 19 years of experience in the automotive supplier industry. Mr. Stebbins was appointed to the Board of the Company because of his knowledge of the Company as Chief Executive Officer and based on the entirety of his experience and skills, including in particular his significant experience in the automotive industry and background in corporate finance and growth as part of the senior management team at Lear. Mr. Stebbins contributed to that company s significant growth in revenue (from approximately $800 million to $17 billion). This experience includes the operational and financial analysis of operating units as well as managing all aspects of significant merger and acquisition and financial transactions in particular, as Chief Financial Officer of Lear, Mr. Stebbins was involved in $15 billion of capital markets transactions (including over 17 acquisitions).

Mr. Stebbins was 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) (Visteon), 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. After leaving Visteon in 2012, Mr. Stebbins provided consulting services for several private equity firms. Before joining Visteon, Mr. Stebbins served as President and Chief Operating Officer of operations in Europe, Asia and Africa for Lear Corporation (NYSE: LEA) (Lear), 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.

Education:

Mr. Stebbins has an M.B.A. from the University of Michigan and a B.S. in Finance from Miami University.

Current Directorships:

WABCO Holdings and Snap-On Incorporated

Former Directorships:

Visteon Corporation

ITT Corp.

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FRANCISCO S. URANGA

Corporate Vice President and Chief Business Operations Officer for Latin America, Foxconn

Independent

Director since 2007

Age: 52

Board Committees: Compensation and Benefits and Nominating and Corporate Governance

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 2005. 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.

Qualifications: Given the Company s significant operations in Mexico, Mr. Uranga s expertise in developing and managing operations in that country is a valuable contribution to the Board.

Education:

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.

Current Directorships:

Corporación Inmobiliaria Vesta

Tenet Hospitals, the Hospitals of Providence Transmountain Campus

Past Directorships:

None

Vote Required

If, as expected, the election is a contested election, each director nominee must receive the affirmative vote of a plurality of the votes cast to be elected, meaning that the eight 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 Information About the Annual Meeting and Voting beginning on page 77 for a discussion of the Company s policy in its Corporate Governance Guidelines for election of directors. 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 eight directors and stockholders may not cumulate votes in the election of directors.

Recommendation of the Board

We believe each of our eight 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 believes each of our eight director nominees is superior to the nominees proposed by GAMCO and, further, the nominees proposed by GAMCO do not add further qualifications, experience or perspective to the Board. Further, we believe that directors should serve all stockholders and not merely represent the interests of certain stockholders. We believe the election of the Company s eight nominees named in

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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 stockholders.

The Board unanimously recommends a vote FOR its eight 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. Proxies solicited by the board will be voted FOR Superior s eight nominees unless stockholders specify a contrary vote.

Notice of Other Possible Nominees

On February 4, 2016, we received a letter from one of our stockholders, GAMCO, expressing its intention to nominate Matthew Goldfarb, F. Jack Liebau, Jr., and Ryan J. 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 Bylaws.

Members of the Nominating and Corporate Governance Committee have interviewed each of the GAMCO director nominees. Based on these interviews, reviews of the GAMCO nominees resumes and backgrounds, and completed director and officer questionnaires completed by the nominees, the Board, based on the recommendation of the Nominating and Corporate Governance Committee, continues to believe that the Company s nominees Ms. Dano and Messrs. Bruynesteyn, Hockema, Humphries, McElya, McQuay, Stebbins and Uranga represent an extremely experienced slate of nominees and the best nominees to serve the interests of all stockholders of Superior.

If GAMCO proceeds with the solicitation of proxies or nominates Messrs. Goldfarb, Liebau and Morris for election as directors at the Annual Meeting, you will receive an opposing proxy statement and proxy card or other proxy solicitation materials from GAMCO. We are not responsible for the accuracy of any information provided by or relating to GAMCO contained in any proxy solicitation materials filed or disseminated by, or on behalf of, GAMCO or any other statements they may otherwise make.

The Board has not approved or endorsed the nomination of Messrs. Goldfarb, Liebau and Morris and, at this time, strongly urges you not to sign or return the **BLUE** proxy card that GAMCO may send to you and to discard any proxy materials and proxy cards that you may receive from GAMCO. Superior believes that the breadth of relevant and diverse experience of the current Board represents the best interests of its stockholders and that the directors nominated by the Board should be re-elected.

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BACKGROUND OF THE CONTESTED SOLICITATION

Since 2013, GAMCO has engaged Superior in costly proxy fights. Over this same period, Superior has appointed 5 new directors to the Board of Directors and, as recently as August 2015, sought input from GAMCO with respect to director candidates. Again this year, GAMCO has chosen to wage a proxy contest rather than engage Superior in a meaningful dialogue that would benefit all stockholders as GAMCO (i) after being approached by the Board to participate in the director search process conducted in 2015, declined to do so (apart from suggesting two individuals for consideration) and refused to provide further feedback as the search progressed, (ii) maintained it would engage in a proxy contest in 2016 despite the addition of a director in November 2015 and (iii) similar to its proxy contests in 2013, 2014 and 2015, has not set forth in its preliminary proxy materials or otherwise provided the Company with an alternative strategic plan for improving Superior s prospects or enhancing stockholder value. See pages 19-20 under Current Contest .

Below is a table showing the results of each proxy contest initiated by GAMCO. Most recently, in 2015, Superior s nominees received for votes representing, on average, 81% of the votes cast, while GAMCO s nominees received for votes constituting approximately 17% of the votes cast.

SUPERIOR Nominees[1]	% of Votes Cast	GAMCO Nominees	% of Votes Cast
	2013		
Sheldon I. Ausman	**49.43%**	Walter M. Schenker	**43.90%**
	2014		
Donald J. Stebbins	**78.51%**	Philip T. Blazek	**20.70%**
James S. McElya	**78.24%**	Ryan J. Morris	**19.81%**
Francisco S. Uranga	**78.42%**	Walter M. Schenker	**20.71%**
Paul J. Humphries	**78.51%**		
	2015		
Margaret S. Dano	**87.31%**	Glenn J. Angiolillo	**17.22%**
Jack A. Hockema	**87.29%**	Philip T. Blazek	**17.22%**
Paul J. Humphries	**82.41%**	Walter M. Schenker	**17.22%**
James S. McElya	**86.65%**		
Timothy C. McQuay	**68.53%**		
Donald J. Stebbins	**73.64%**		
Francisco S. Uranga	**81.21%**		

[1] Prior to the Company s 2015 Annual Meeting, the Company had a classified Board. Under the classified Board structure, Mr. Ausman was the sole director nominated for election in 2013, and Messrs. Stebbins, McElya, Uranga and Humphries constituted the class of directors nominated for election in 2014.

Previous Contests

2013

In 2013, GAMCO waged a proxy contest against Superior, nominating a director for election at our 2013 annual stockholder meeting. GAMCO s nominee received 44% of the votes cast and was not elected by the stockholders to Superior s Board.

2014

In 2014, GAMCO waged a proxy contest against Superior, nominating three directors for election at our 2014 annual stockholder meeting.

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On July 30, 2014, the Company announced that the proxy advisory firm Institutional Stockholder Services Inc. had recommended that the Company s stockholders vote for the Company s director nominees at the 2014 Annual Meeting rather than GAMCO s nominees.

On August 4, 2014, the Company announced that the proxy advisory firm Glass, Lewis & Co., LLC, had recommended that the Company s stockholders vote for the Company s director nominees at the 2014 Annual Meeting rather than GAMCO s nominees.

On August 6, 2014, the Company announced that the proxy advisory firm Egan-Jones Proxy Services, had recommended that the Company s stockholders vote for the Company s director nominees at the 2014 Annual Meeting rather than GAMCO s nominees.

On August 15, 2014, the Company held its 2014 Annual Meeting. At the 2014 Annual Meeting, each of the Company s director nominees was elected as director for a one-year term expiring in 2015. None of GAMCO s nominees for election as directors were elected by the Company s stockholders to the Board. The Company s director nominees received over 78% of the votes cast, while GAMCO s nominees received only approximately 21% of the votes cast in the election.

2015

In 2015, GAMCO waged a proxy contest against Superior, nominating three directors for election at our 2015 annual stockholder meeting.

On April 20, 2015, the Company announced that the proxy advisory firm Institutional Stockholder Services Inc. had recommended that the Company s stockholders vote for the Company s director nominees at the 2015 Annual Meeting rather than GAMCO s nominees.

On April 23, 2015, the Company announced that the proxy advisory firm Glass, Lewis & Co., LLC, had recommended that the Company s stockholders vote for the Company s director nominees at the 2015 Annual Meeting rather than GAMCO s nominees.

On April 30, 2015, the Company announced that the proxy advisory firm Egan-Jones Proxy Services, had recommended that the Company s stockholders vote for the Company s director nominees at the 2015 Annual Meeting rather than GAMCO s nominees.

On May 5, 2015, the Company held its 2015 Annual Meeting. At the 2015 Annual Meeting, the Company s director nominees were elected as directors for a one-year term expiring in 2016. None of GAMCO s nominees for election as directors was elected by the Company s stockholders to the Board. The Company s director nominees received FOR votes representing, on average, 81% of the votes cast, while GAMCO s nominees received FOR votes representing only 17% of the votes cast in the election.

Current Contest

Following the 2015 proxy contest, in July 2015, the Chairman of the Company s Board, Margaret Dano, reached out to Mario Gabelli in advance of a previously scheduled meeting set to occur on August 26, 2015. Ms. Dano communicated to Mr. Gabelli that the Board of the Company believed it was in the Company s and GAMCO s best interests to avoid the expense and distraction of a contested director election in 2016 and the Board wished to work with GAMCO to achieve this goal. Ms. Dano also communicated that, for a number of reasons, Superior s Board had decided to engage in a search for an additional director to be added to the Board in the event a highly-qualified and satisfactory candidate could be found. The Board made this decision based on, among other factors, (i) a review of the Board s skills matrix and skills needs; (ii) review of the current Board composition; (iii) stockholder input, including from GAMCO; and (iv) a desire to avoid another expensive proxy contest with GAMCO. Ms. Dano explained that the Board s focus was on finding high quality candidates who would strengthen the Board as a whole, to the benefit of all stockholders.

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Ms. Dano solicited GAMCO s input during the director search process. Mr. Gabelli mentioned two individuals for Superior s consideration in its director search process but was not interested in participating more formally in the search process.

Also in July 2015, the Nominating and Corporate Governance Committee engaged a third party search firm, Egon Zehnder, to assist in a search for an additional director. The third party search firm brought forth and/or reviewed a number of candidates, including the two individuals noted by Mr. Gabelli. One of the individuals was unavailable to participate as a candidate for Superior s Board due to a conflict as a result of such person running for political office. The search firm vetted the second individual and the Nominating and Corporate Governance Committee determined such individual was not a good fit for the Company.

Ms. Dano provided Mr. Gabelli an update regarding the director search process and sought further feedback from Mr. Gabelli regarding other potential candidates Mr. Gabelli might find acceptable. Mr. Gabelli declined to provide further suggestions or otherwise participate in the director search process. However, in conducting its director search, the Nominating and Corporate Governance Committee considered certain other candidates previously nominated by GAMCO in proxy contests with other public companies (including Matthew Goldfarb).

On August 26, 2015, Ms. Dano and Messrs. Hockema and Stebbins met with Mr. Gabelli. The Superior representatives communicated to Mr. Gabelli Superior s accomplishments over the last year, the goal of appointing high-caliber candidates to the Board who represent all of the Company s stockholders and the desire to avoid a proxy contest in 2016. Mr. Gabelli responded that he anticipated engaging in a proxy contest in 2016.

In August and September of 2015, the Nominating and Corporate Governance Committee considered the resumes of and reports regarding potential candidates for the Board (including individuals who have served on boards of directors on behalf of GAMCO), in light of the committee s review of the Board s skills matrix, the current Board composition and stockholder input. The Nominating and Corporate Governance Committee conducted interviews with director candidates whose background demonstrated experience and skills that had the potential to bring value to the Board, the Company and its stockholders.

Following its thorough search process and deliberation, including with regard to, among other considerations, the Board of Directors skills matrix, and after giving careful consideration to certain individuals previously nominated by GAMCO in proxy contests with other public companies (including Mr. Goldfarb), the Nominating and Corporate Governance Committee recommended that Michael Bruynesteyn be appointed to the Board.

On November 3, 2015, upon the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Mr. Bruynesteyn to the Board. Mr. Bruynesteyn represents the fifth new director added to the Board since December 2013.

On December 3, 2015, the Company announced that the Board declared a quarterly dividend of $0.18 per share, representing the continuation of the Company s uninterrupted cash dividend since 1982. Together with its share repurchase program, the Company has returned $150 million to its stockholders since 2010.

On January 14, 2016, Superior announced that its Board had approved an additional $50 million stock repurchase program to follow the completion of the 2014 $30 million stock repurchase program.

On February 4, 2016, despite having its director candidates rejected by stockholders for the past three years and being offered the opportunity to participate in a director search process, GAMCO delivered a nomination letter to the Company indicating that it was going to nominate Messrs. Goldfarb, Liebau and Morris for election as directors of the Company at the 2016 Annual Meeting. Also on February 4, 2015, GAMCO filed an amended Scheduled 13D disclosing its intent to nominate three directors.

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On February 10, 2016, the Company, in another effort to avoid a proxy contest, reached out to GAMCO via letter, offering to have the Company s Nominating and Governance Committee interview GAMCO s nominees. The Company further requested that GAMCO s nominees complete the Company s standard director and officer questionnaire.

On March 3, 2016, members of the Nominating and Corporate Governance Committee interviewed each of the GAMCO director nominees. Based on these interviews and completed director and officer questionnaires completed by the nominees, the Board, based on the recommendation of the Nominating and Corporate Governance Committee, continues to believe that the Company s nominees Ms. Dano and Messrs. Bruynesteyn, Hockema, Humphries, McElya, McQuay, Stebbins and Uranga represent an extremely experienced slate of nominees and the best nominees to serve the interests of all stockholders of Superior.

On March 14, 2016, the Company received a letter from GAMCO requesting that a stockholder list and certain other records relating to the ownership of the Company s capital stock be made available for inspection and copying by GAMCO pursuant to Section 220 of the Delaware General Corporation Law (DGCL).

On March 17, 2016, GAMCO filed its preliminary proxy statement with the SEC with respect to the 2016 Annual Meeting.

On March 19, 2016, the Company responded to GAMCO s stockholder request letter, indicating that it would make all requested records available beginning on March 22, 2016.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY BLUE PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM GAMCO, EVEN AS A PROTEST VOTE AGAINST GAMCO OR GAMCO S NOMINEES. DOING SO WILL INVALIDATE ANY PRIOR VOTE YOU SUBMITTED ON THE WHITE PROXY CARD IN SUPPORT OF SUPERIOR S DIRECTOR NOMINEES.

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BOARD STRUCTURE AND COMMITTEE COMPOSITION

Board Structure and Leadership

The Board has separated the roles of Chairman of the Board and Chief Executive Officer, with Margaret Dano serving as Chairperson since April 1, 2014. The Board believes that this leadership structure best serves the objectives of the Board s oversight of management, the Board of Director s ability to carry out its roles and responsibilities on behalf of stockholders and Superior s overall corporate governance. The Board also believes that this leadership structure allows the Chief Executive Officer to focus his time and energy on operating and managing the Company and will provide an appropriate balance between strong leadership, appropriate safeguards and oversight by non-employee directors.

Superior s Corporate Governance Guidelines provide the Board with flexibility to select the appropriate leadership structure depending on then current circumstances. In making leadership structure determinations, the Board considers many factors, including the specific needs of the business and what is in the best interests of Superior s stockholders. If the Board appoints a Chairperson that is an independent director, pursuant to the terms of Superior s Corporate Governance Guidelines, the Chairperson also serves as the Lead Director. If the Chairperson is not an independent director, on an annual basis, one of the independent directors is designated by a majority of the independent directors to be the Lead Director.

Director Independence

On an annual basis, the Board, with the assistance of the Nominating and Corporate Governance Committee, makes an annual determination as to the independence of each director using the current standards for independence established by the New York Stock Exchange, additional criteria set forth in Superior s Corporate Governance Guidelines, and consideration of any other material relationship a director may have with Superior as disclosed in annual director and officer questionnaires. Our Corporate Governance Guidelines provide that a majority of the Board and all members of the Audit, Compensation and Benefits and Nominating and Corporate Governance Committees of the Board will be independent.

The Board has determined that all of its current directors are independent under these standards, except for Donald J. Stebbins, our Chief Executive Officer. All members of each of Superior s Audit, Compensation and Benefits Committee and Nominating and Corporate Governance committees are independent directors. In addition, upon recommendation of the Nominating and Corporate Governance Committee, the Board has determined that the members of the Audit Committee and Compensation and Benefits Committee meet the additional independence criteria required for audit committee and compensation committee membership under the New York Stock Exchange applicable listing standards.

Board Composition

We recognize the importance of board refreshment to achieve the right blend of institutional knowledge and fresh perspectives. The composition of our Board has changed significantly in recent years. Five of our current directors joined the Board since 2013, with the size of the Board being increased to eight directors in 2015 with the appointment of Mr. Bruynesteyn. In addition, the Board has affirmatively determined that seven of our eight directors are independent using the current standards for independence established by the New York Stock Exchange.

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Independent directors comprise 87.5% of our Board and the average tenure of our directors is 3.6 years:

Tenure by Director

Director	Start Date	Tenure
Margaret S. Dano	January 1, 2007	9.1 years
Donald J. Stebbins	May 5, 2014	1.8 years
Michael R. Bruynesteyn	November 3, 2015	0.3 years
Jack A. Hockema	December 16, 2014	1.2 years
Paul J. Humphries	August 15, 2014	1.5 years
James S. McElya	December 6, 2013	2.2 years
Timothy C. McQuay	November 15, 2011	4.3 years
Francisco S. Uranga	January 1, 2007	9.1 years

Meetings and Attendance

During 2015, the Board held 6 meetings. During this period, all of the incumbent directors attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which each such director served, during the period for which each such director served. All of Superior s directors attended last year s Annual Meeting on May 5, 2015, with the exception of Mr. Bruynesteyn, who was not appointed to the Board until November 2015. Superior s directors are not required, but are strongly encouraged, to attend the Annual Meeting of stockholders.

The Board and its committees also consulted informally with management from time to time and acted at various times by written consent without a meeting during 2015. Additionally, the independent directors met in executive session regularly without the presence of management. The Chairperson and Lead Director, Ms. Dano, presided over executive sessions of the independent directors in 2015.

Director Selection

Our Nominating and Corporate Governance Committee seeks to build and maintain an effective, well-rounded, financially literate and diverse Board that represents all of our stockholders.

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Process for Identification and Review of Directors Candidates to Join the Board

Identifying and recommending individuals for nomination, election or re-election to our Board is a principal responsibility of our Nominating and Corporate Governance Committee. This Committee carries out this function through an ongoing, year-round process, which includes the annual Board and committee evaluation process. Each director and director candidate is evaluated by the Nominating and Corporate Governance Committee based on his or her individual merits, taking into account Superior s needs and the composition of our Board.

To assist in its evaluation of directors and director candidates, the Nominating and Corporate Governance Committee looks for certain experiences, qualifications, attributes and skills that would be beneficial to have represented on the Board and on our committees at any particular point in time. Nominees for the Board should be committed to enhancing long-term stockholder value and must possess relevant experience and skills, good business judgment, and personal and professional integrity. Among the experiences, qualifications, attributes and skills considered by the Nominating and Corporate Governance Committee are senior executive experience, automotive industry experience, financial experience, public company board experience, operational management, international business, capital markets and/or banking experience, legal and regulatory compliance and diversity. The Nominating and Corporate Governance Committee seeks diversity of business experience, viewpoints and personal background, and diversity of skills in finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board.

In recommending candidates for election to the Board, the Nominating and Corporate Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others, using the same criteria to evaluate all candidates. The Nominating and Corporate Governance Committee reviews each candidate s qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. The Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees, which it did in 2015 when seeking a new member of the Board to contribute capital markets experience.

Stockholder Nominations

Any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as director at a meeting by providing written notice of such stockholder s intent to make such nomination or nominations to the Corporate Secretary of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the one-year anniversary of the date of the preceding year s annual meeting. With respect to an election to be held at a special meeting of stockholders for the election of directors, stockholder nominations must be made not later than the close of business on the later of the 90th day prior to such special meeting nor earlier than the close of business on the 120th day prior to such special meeting, or no later than the close of business on the 10th day following the date a public announcement has been made of the date of the special meeting and of the nominees proposed by the Board to be elected or reelected at such meeting. When submitting candidates for nomination to be elected at Superior s

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annual meeting of stockholders, the stockholder must follow the notice procedures and provide the information required by the Bylaws. The notice must be submitted in writing to the following address: Superior Industries International, Inc., Attn: Corporate Secretary, 26600 Telegraph Rd., Suite 400, Southfield, MI 48033. The recommendation must include the same information as is specified in the Bylaws for stockholder nominees to be considered at an Annual Meeting, including but not limited to the following:

- the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated;

- a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;

- a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder;

- such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC, had the nominee been nominated, or intended to be nominated, by the Board, including the nominee s age, business address and residence address, the principal occupation or employment of the nominees, business experience for the past five years and any directorships held by the nominee, including directorships held during the past five years, Company share ownership of the nominee and whether and the extent to which any hedging or other transaction or series of transactions have been entered into by or on behalf of the nominee with respect to any securities of the Company, and a description of any other agreement, arrangement or understanding the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of the nominee; and

- the consent of each nominee to serve as a director of the corporation if so elected.

The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with these procedures, and the nomination shall be void.

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Committees of the Board

Superior has three standing committees: the Audit Committee, the Compensation and Benefits Committee and the Nominating and Corporate Governance Committee. Each of these committees has a written charter approved by the Board. A copy of each charter can be found by clicking on Board Committee Charters in the Investors section of our website at www.supind.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.

AUDIT COMMITTEE

Members:	Key Responsibilities:
Timothy C. McQuay, Chairperson Jack A. Hockema Paul J. Humphries Michael R. Bruynesteyn Meetings in 2015: 5	The Audit Committee is responsible for reviewing the financial information which will be provided to stockholders and others, reviewing the system of internal controls which management and the Board have established, appointing, retaining and overseeing the performance of the independent registered public accounting firm, overseeing Superior s accounting and financial reporting processes and the audits of Superior s financial statements, and pre-approving audit and permissible non-audit services provided by the independent registered public accounting firm.
Independence: The Board has determined that each member of the Audit Committee is independent under the NYSE listing standards and satisfies the other requirements under the NYSE listing standards and SEC rules regarding audit committee membership, and each of Messrs. Hockema, McQuay and Bruynesteyn qualifies as an audit committee financial expert and that each member of the Audit Committee satisfies the financial literacy requirements of the NYSE listing standards.	The report of the Audit Committee is on page 76 of this Proxy Statement.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Members:	Key Responsibilities:
Jack A. Hockema, Chairperson Margaret S. Dano	

James S. McElya

Francisco S. Uranga

Meetings in 2015: 4

Independence: Each member of this committee is an independent director under applicable NYSE listing standards.

The Nominating and Corporate Governance Committee is responsible for overseeing, reviewing and making periodic recommendations concerning Superior s corporate governance policies, for recommending to the Board candidates for election to the Board and to committees of the Board, overseeing the Board of Director s annual self-evaluation and reporting annually to the Board on the Chief Executive Officer succession plan.

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COMPENSATION AND BENEFITS COMMITTEE

Members:

James S. McElya, Chairperson

Paul J. Humphries

Timothy C. McQuay

Francisco S. Uranga

Meetings in 2015: 4

Independence: The Board has determined that each member of the Compensation and Benefits Committee is independent under the NYSE listing standards and is an outside director within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, referred to as the Internal Revenue Code, and is a non-employee director within the meaning of Section 16 of the Exchange Act.

Key Responsibilities:

The Compensation and Benefits Committee s responsibility is to review the performance and development of Superior s management in achieving corporate goals and objectives and to assure that Superior s executive officers are compensated effectively in a manner consistent with Superior s strategy, competitive practice, sound corporate governance principles and stockholder interests. The Compensation and Benefits Committee determines and approves the compensation of our Chief Executive Officer, and it also reviews and approves Superior s compensation to other officers and key employees based upon compensation and benefit proposals presented to the Compensation and Benefits Committee by the Chief Executive Officer and the Human Resources Department.

The Compensation and Benefits Committee s responsibilities and duties include an annual review and approval of Superior s compensation strategy to ensure that it promotes stockholder interests and supports Superior s strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees, including administration of Superior s Amended and Restated 2008 Equity Incentive Plan and review of compensation-related risk management. For 2015, the Compensation and Benefits Committee performed these oversight responsibilities and duties by, among other things, directing a review of our compensation practices and policies generally, including conducting an evaluation of the design of our executive compensation program, in light of our risk management policies and programs. Additional information regarding the Compensation and Benefits Committee s risk management review appears in the Compensation Philosophy and Objectives portion of the Compensation Discussion and Analysis.

On an annual basis, the Compensation and Benefits Committee reviews and makes recommendations to the Board regarding the compensation of non-employee directors. In 2015, the Compensation and Benefits Committee engaged Mercer (US) Inc. to compile compensation surveys for review by the Compensation and Benefits Committee and to compare compensation paid to Superior s directors with compensation paid to directors at companies included in the surveys.

For additional description of the Compensation and Benefits Committee s processes and procedures for consideration and determination of executive officer compensation, see the Compensation Discussion and Analysis section of this Proxy Statement.

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CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

Superior is committed to having sound corporate governance principles. Key information regarding Superior s corporate governance initiatives can be found on its website, including Superior s Corporate Governance Guidelines, Superior s Code of Conduct, and the charter for each committee of the Board. The corporate governance pages can be found by clicking on Corporate Governance in the Investor section of the website at www.supind.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.

Corporate Governance Principles

Superior is committed to excellence in corporate governance and maintains clear policies and practices that promote good corporate governance, including:

- Requirement that at least a majority of the Board be independent (with 7 out of 8 current directors being independent).
- Majority withhold vote policy in uncontested elections of directors with a director resignation policy.
- Separation of the role of Chairman of the Board and Chief Executive Officer (independent Chairman of the Board).
- Annual election of directors (no classified board).
- All members of the Audit Committee, the Compensation and Benefits Committee, and the Nominating and Corporate Governance Committee are independent.
- Limit on the number of outside public directorships to three other public company boards.
- The independent members of the Board meet regularly without the presence of management.
- Superior has stock ownership and retention requirements for its non-employee directors and executive officers.
- The charters of the committees of the Board clearly establish the committees respective roles and responsibilities, including the authority to hire outside advisors independently of management.
- Superior maintains clear and robust corporate governance guidelines that are reviewed annually by the Board.

Superior has a clear code of conduct that is monitored by Superior s management and is annually affirmed by its employees and directors.

Superior has a hotline available to all employees, and Superior s Audit Committee has procedures in place for the anonymous submission of employee complaints on accounting, internal accounting controls or auditing matters.

Superior s internal audit control function maintains critical oversight over the key areas of its business and financial processes and controls, and reports directly to Superior s Audit Committee. The full Board and committees share responsibility for risk oversight. See the Role of the Board in Risk Oversight.

Superior s stockholders have the right to call special meetings.

Superior does not have a poison pill in place.

Superior has not provided any waivers of its Code of Conduct for any director or executive officer.

Annual self-assessments by the Board and each committee.

In addition, in connection with a review of our corporate governance practices, the consideration of input from our stockholders (including the receipt of a stockholder proxy access proposal from GAMCO) and our history of costly proxy contests with GAMCO, we have included in this proxy statement a proxy access proposal

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for evaluation by our stockholders which, if supported by our stockholders and adopted by our Board, would allow any stockholder or group of stockholders that has maintained ownership of 3% or more of the Company s shares continuously for at least 3 years to include a specified number of director nominees in the Company s proxy materials for the Company s annual meeting of stockholders, subject to the procedures set forth in Proposal No. 4.

Annual Board and Committee Self-Assessments

Each year, the directors undertake a self-assessment of the Board and each committee on which they serve that elicits feedback on the performance and effectiveness of the Board and its committees. As part of this self-assessment, the directors are asked to consider the Board s role, relations with management, composition and meetings. Each committee is asked to consider its role and the responsibilities articulated in the committee charter, the composition of the committee and the committee meetings. Each committee and the full Board reviews such self-assessments and considers areas that can benefit from change. These opportunities, as well as proposed action plans, are shared with the full Board and, if support, the plan is implemented and re-assessed at the time of the next annual self-assessment.

Succession Planning

Our Board, in coordination with the Nominating and Corporate Governance Committee, oversees and is actively engaged in Chief Executive Officer and senior management succession planning, which is reviewed at least annually. As part of its succession planning process, the Board reviews the senior management team s experience, skills, competence and potential, in order to assess which executives have the ability to develop the attributes that the Board believes are necessary to lead and achieve the Company s goals. Directors engage with potential successors at Board and committee meetings and in less formal settings to allow directors to personally assess candidates.

The Role of the Board in Risk Oversight

Superior s management is responsible for day-to-day risk management activities. The Board, acting directly and through its committees, is responsible for the oversight of Superior s risk management. Superior and the Board approach risk management by integrating and communicating strategic planning, operational decision making and risk oversight. The Board commits extensive time and effort every year to discussing and agreeing upon Superior s strategic plan, and it reconsiders key elements of the strategic plan as significant events and opportunities arise during the year. As part of the review of the strategic plan, as well as in evaluating events and opportunities that occur during the year, the Board and management focus on the primary success factors and risks for Superior. With such oversight of the Board, Superior has implemented practices and programs designed to help manage the risks to which Superior is exposed in its business and to align risk-taking appropriately with its efforts to increase stockholder value. Superior s internal audit department provides both management and the Audit Committee, which oversees our financial and risk management policies, with ongoing assessments of Superior s risk management processes and system of internal control and the specific risks facing Superior.

While the Board has primary responsibility for oversight of the Company s risk management, the Board s standing committees support the Board by regularly addressing various risks in their respective area of oversight. Specifically, the Audit Committee identifies and requires reporting on areas perceived as potential risks to Superior s business. As provided in its committee charter, the Audit Committee reports regularly to the Board. As part of the overall risk oversight framework, other committees of the Board also oversee certain categories of risk associated with their respective areas of responsibility. For example, the Compensation and Benefits Committee oversees compensation-related risk management, as discussed further under Compensation and Benefits Committee and in the Compensation Philosophy and Objectives portion of the Compensation Discussion and Analysis.

Each committee reports regularly to the full Board on its activities. In addition, the Board participates in regular discussions among the Board and with Superior s senior management of many core subjects, including strategy, operations, finance, and legal and public policy matters, in which risk oversight is an inherent element. The Board believes that the leadership structure described above under Board Leadership Structure facilitates the Board s oversight of risk management because it allows the Board, with leadership from the independent Lead Director and working through its committees, including the independent Audit Committee, to participate actively in the oversight of management s actions.

Stockholder Communications with the Board

Stockholders may communicate with Superior s Board, or any individual member or members of the Board, through Superior s Secretary at Superior Industries International, Inc., 26600 Telegraph Rd., Suite 400, Southfield, MI 48033, with a request to forward the communication to the intended recipient or recipients. In general, any stockholder communication delivered to Superior for forwarding to the Board or specified director or directors will be forwarded in accordance with the stockholder s instructions. However, the Company reserves the right not to forward to directors any abusive, threatening or otherwise inappropriate materials.

Corporate Governance Guidelines

The Board believes in sound corporate governance practices and has adopted formal Corporate Governance Guidelines to enhance its effectiveness. Our Board has adopted these Corporate Governance Guidelines in order to ensure that it has the necessary authority and practices in place to fulfill its role of management oversight and monitoring for the benefit of our stockholders. The Corporate Governance Guidelines set forth the practices our Board will follow with respect to, among other areas, director qualification and independence, board and committee meetings, involvement of and access to management, and Chief Executive Officer Performance evaluation and succession planning. The Corporate Governance Guidelines are publicly available on our website, www.supind.com, under Investors. 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.

Code of Conduct

Our Code of Conduct is included on our website, www.supind.com, under Investors, which, among others, applies to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. 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. Upon request to Superior Industries International, Inc., Investor Relations, 26600 Telegraph Rd., Suite 400, Southfield, MI 48033, copies of our Code of Conduct are available, without charge.

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COMPENSATION OF DIRECTORS

General

Superior uses a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the Board. Superior does not provide any perquisites to its non-employee Board members. In setting the compensation of non-employee directors, Superior considers the significant amount of time that the Board members expend in fulfilling their duties to Superior as well as the experience level required to serve on the Board. The Board, through its Compensation and Benefits Committee, annually reviews the compensation arrangements and compensation policies for non-employee Board members. The Compensation and Benefits Committee recently reviewed market data compiled by Mercer to assist in assessing total non-employee director compensation. Pursuant to our Corporate Governance Guidelines, in recommending non-employee director compensation the Compensation Committee is guided by three goals: (i) compensation should fairly pay directors for work required in a company of Superior s size and scope; (ii) compensation should align directors interests with the long-term interests of Superior s stockholders; and (iii) the structure of the compensation should be clearly disclosed to Superior s stockholders.

2015 Cash Compensation

Our non-employee director cash compensation program during 2015 consisted of the following:

- Annual retainer of $50,000 for each non-employee director except for the Chairperson, who receives a total $150,000 retainer in lieu of any other Lead Director, committee membership or committee chair fees;

- Additional annual retainer fee of $12,000 for serving as Lead Director if the role of Lead Director and Chairperson are split;

- Additional annual retainer fee of $12,000 for serving on the Audit Committee and $15,000 as chair of the Audit Committee;

- Additional annual retainer fee of $8,000 for serving on the Compensation and Benefits Committee and $10,000 as chair of the Compensation and Benefits Committee; and

- Additional annual retainer fee of $6,000 for serving on the Nomination and Corporate Governance Committee and $7,500 as chair of the Nomination and Corporate Governance Committee.

Non-employee directors typically do not receive forms of remuneration, perquisites or benefits, but are reimbursed for their expenses in attending meetings. There are no cash fees payable for attendance at Board or committee meetings.

2015 Equity Compensation

Under Superior s Amended and Restated 2008 Equity Incentive Plan, members of the Board who were not also Superior employees (other than Michael Bruynesteyn who joined the Board in November 2015) were granted shares of 3,969 shares of restricted stock on March 6, 2015. The shares subject to these restricted stock awards vest in full on the first anniversary of the grant date.

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2015 Total Compensation

The following table provides information as to compensation for services of the non-employee directors during 2015.

Director Compensation Table

Name[1]	Fees Earned or Paid in Cash ($)	Stock Awards[2] ($)	Pension Value and Nonqualified Deferred Compensation Earnings[3] ($)	Total ($)
Michael R. Bruynesteyn	$ 15,156			$ 15,156
Phillip W. Colburn[4]	$ 22,667			$ 22,667
Margaret S. Dano[5]	$ 150,000	$ 72,672	$ 74,500	$ 297,172
Jack A. Hockema	$ 69,180	$ 72,672		$ 141,852
Paul J. Humphries	$ 70,000	$ 72,672		$ 142,672
James S. McElya	$ 66,000	$ 72,672		$ 138,672
Timothy C. McQuay	$ 73,000	$ 72,672		$ 145,672
Francisco S. Uranga	$ 64,000	$ 72,672	$ 125	$ 136,797

(1) For a description of the annual non-employee director retainer fees and retainer fees for chair positions and for service as Lead Director, see the disclosure above under 2015 Cash Compensation.

(2) Reflects the aggregate grant date fair value of restricted stock awards granted pursuant to the Amended and Restated 2008 Equity Incentive Plan to each non-employee director computed in accordance with FASB ASC 718 and based on the fair market value of Superior s common stock on the date of grant. As of the last day in fiscal 2015, our directors held the following number of unvested restricted shares of our stock: Ms. Dano and Messrs. Hockema, Humphries, McElya and McQuay 3,969 shares.

(3) This value is the increase in the actuarial present value of non-employee director benefits under the Salary Continuation Plan, which is a frozen plan covering certain directors. The discount rate used in the present value calculation was 4.4% in 2015 (versus 4.2% in 2014). Subject to certain vesting requirements, the plan provides for a benefit based on final average compensation, which becomes payable on the employee s death or upon attaining age 65, if retired. The Company purchases life insurance policies on certain participants to provide in part for future liabilities. The plan was closed to new participants effective February 3, 2011.

(4) Mr. Colburn did not stand for re-election at the 2015 Annual Meeting of Stockholders and terminated his service with the Board on May 5, 2015.

(5) Ms. Dano serves as Lead Director of the Board and was appointed Chairperson of the Board on March 31, 2014.

Non-Employee Director Stock Ownership

Effective July 2015, the Board adopted an amended and restated stock ownership policy for members of the Board. The policy requires each non-employee director to own shares of Superior s common stock having a value equal to at least three times the non-employee director s regular annual cash retainer, with a three-year period to attain that ownership level. As a result of the non-employee directors increased ownership of Superior s common stock, all of our non-employee directors (other than Mr. Bruynesteyn, who joined the Board in November 2015) meet the required ownership level under these guidelines.

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PROPOSAL NO. 2 ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

Superior provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation (a Say-on-Pay proposal). At Superior s 2015 Annual Meeting of stockholders, approximately 49% of the votes cast on the Say-on-Pay proposal were voted in favor of the compensation of Superior s named executive officers (NEOs).

As detailed in the Compensation Discussion and Analysis beginning on page 50, members of the Compensation and Benefits Committee engaged with stockholders during 2015 (both before and after the 2015 Annual Meeting) to obtain input regarding the executive compensation policies and practices as did Superior s management team during the course of its general stockholder outreach in 2015. Several modifications to Superior s program were made as a result of input received from this stockholder engagement effort:

Executive Compensation Program Changes in 2015 and 2016

ü Redesigned Annual Incentive Performance Plan (AIPP) aligned with performance driven culture to incorporate an individual performance multiplier for each participant other than the CEO.

ü In 2015, implemented a Long Term Incentive Program (LTIP) driven by performance outcomes, with 2/3rds of the target value based on achievement of three performance criteria (EBITDA Margin, return on invested capital, and relative TSR).

ü Adopted stock ownership guidelines for executives and directors and implemented a mandatory holding requirement on 100% of net shares acquired upon vesting or exercise until the requirement is met.

ü Comprehensive review of executive compensation program in 2016 by a newly-hired independent consultant to the Compensation and Benefits Committee.

ü In 2016, the LTI program will remain heavily (2/3rds) performance based, but with Cumulative EPS replacing EBITDA Margin as a performance measure. Performance criteria for the 2016 LTIP awards will include cumulative EPS (40%), return on invested capital (40%) and total shareholder return relative to a peer group (20%).

ü In 2016, we are adjusting the target LTIP award size for all NEOs (other than the CEO) to increase the portion of their compensation that is performance-based and at risk.

Our executive compensation program also continues to follow several other best practices that are discussed beginning on page 55 in the Compensation Discussion and Analysis, some of which are summarized below:

Executive Compensation Program Best Practices

ü *Significant Performance-Based Pay:* Performance-based compensation comprised 58% of our CEO s target total direct compensation for fiscal year 2015, in accordance with our pay for performance philosophy.

ü *Alignment of Executive Pay with the Stockholder Experience:* Our overall compensation design has a significant portion of executive pay in the form of equity, a large part of which is performance-related, so that our executives realized pay parallels the stockholder experience.

ü *Multiple Performance Measures:* We use multiple performance measures that include short and long-term objectives to evaluate executive performance.

ü *No Repricing:* Our outstanding stock options cannot be repriced, reset, or exchanged for cash without stockholder approval.

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ü *Anti-Pledging:* Our executive officers are strongly discouraged from pledging Superior securities in margin accounts or as collateral for a loan.

ü *Double Trigger:* We continued and formalized our policy of requiring a double trigger (change in control plus termination of employment) for accelerated vesting of equity upon a change in control.

ü *Clawback:* Effective as of March 6, 2014, the Company adopted a formal clawback policy that applies to all incentive based cash and equity compensation awards granted on or after the effective date to any current or former executive officer of the Company.

ü *No Gross-Ups:* We do not provide excise tax gross-up payments to our executives.

ü *Anti-Hedging Policy:* Superior s insider trading policy expressly prohibits any employee or director from engaging in hedging activities involving Superior common stock, such as collars, forward sales, equity swaps or other similar arrangements.

ü *Limited Employment Agreements*: None of the NEOs, other than the CEO, had an employment agreement in 2015.

ü *Focused Performance-Based Metrics*: Our incentive plans are performance-based and have appropriate caps on bonus payouts. Additionally, we have no history or intention of changing performance metrics mid-year.

ü *No Liberal change in control definition*. Our equity plan and change in control plan require the consummation of a change in control transaction to trigger any change in control benefits thereunder.

The Compensation and Benefits Committee intends to continue its stockholder outreach efforts in 2016 regarding Superior s executive compensation programs. The Compensation and Benefits Committee will continue to consider the results of future Say-on-Pay votes when making future compensation decisions for Superior s named executive officers.

As shown above, the core of Superior s executive compensation philosophy and practice continues to be an emphasis on pay for performance with approximately 2/3 of annual equity grants being subject to attainment of performance goals. Superior s executive officers are compensated in a manner consistent with Superior s strategy, competitive practice, sound corporate governance principles, and stockholder interests and concerns. We believe our compensation program is strongly aligned with the long-term interests of our stockholders. We urge you to read the Compensation Discussion and Analysis, the compensation tables and the narrative discussion set forth on pages 50 to 75 of this Proxy Statement for additional details on Superior s executive compensation program.

We are asking stockholders to vote on the following resolution:

RESOLVED, that the stockholders approve the compensation of Superior s named executive officers as disclosed pursuant to the SEC s compensation disclosure rules, including the Compensation Discussion & Analysis, the compensation tables and narrative discussion.

Vote Required

Approval of this proposal requires (i) 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. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal.

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Recommendation of the Board of Directors

The Board unanimously recommends a vote FOR the approval of the non-binding advisory resolution to approve executive compensation.

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PROPOSAL NO. 3 APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE SUPERIOR INDUSTRIES INTERNATIONAL, INC. ANNUAL INCENTIVE PERFORMANCE PLAN

We are seeking stockholder approval of the material terms of the performance goals under the Superior Industries International, Inc. Annual Incentive Performance Plan, as previously amended and restated effective December 28, 2015 (the AIPP), in order to preserve the ability to grant annual cash incentive awards to covered executives under the AIPP that are intended to qualify as performance-based compensation that would be deductible under Code Section 162(m) (Section 162(m)). We must seek your approval of the performance goals at least every five years under the Section 162(m) requirements for performance-based compensation.

Important Facts About This Proposal

The Board believes that it is in the best interests of the Company and our stockholders to continue providing a cash incentive plan under which the Company may grant annual cash incentive awards to executive officers that are intended to be deductible by the Company for federal income tax purposes under Section 162(m). The AIPP has been structured in a manner such that awards granted under it may satisfy the requirements for performance-based compensation within the meaning of Section 162(m). Under Section 162(m), the federal income tax deductibility of compensation paid to our CEO and the next three most highly compensated executive officers other than the Chief Financial Officer (the Covered Employees) may be limited to the extent that such compensation exceeds $1 million in any fiscal year. However, compensation that satisfies the requirements for performance-based compensation as defined in Section 162(m) is not subject to this limit, and therefore, is generally deductible in full by the Company. The Compensation and Benefits Committee generally will attempt to structure awards to preserve federal income tax deductions, but the Compensation and Benefits Committee retains the discretion to approve awards that do not meet the performance-based compensation exception to Section 162(m).

For purposes of Section 162(m), the material terms that must be approved by the stockholders include (i) the employees eligible to receive compensation, (ii) a description of business criteria on which the performance measures are based, and (iii) the maximum amount of compensation that could be paid to any employee. Stockholder approval of this Proposal No. 3 is intended to constitute approval of each of these aspects of the AIPP for purposes of the stockholder approval requirements of Section 162(m). The following is a description of such aspects of the AIPP and is qualified in its entirety by reference to the full copy of the AIPP, which is attached as Annex A to this proxy statement. Capitalized terms used herein but not otherwise defined shall have the meaning assigned to such terms in the AIPP, unless the context clearly dictates otherwise.

Participants

Participants in the AIPP include employees of the Company and its affiliates who are selected to participate in the AIPP. There are currently approximately 190 employees participating in the AIPP.

Performance Measures

The performance measure(s) used to determine the level of payout or vesting of any awards designed to qualify for the performance-based exception under Section 162(m) will be chosen from among the following: (i) basic earnings per common share for the Company on a consolidated basis; (ii) diluted earnings per common share for the Company on a consolidated basis; (iii) total shareholder return; (iv) net sales; (v) cost of sales; (vi) gross profit; (vii) operating income; (viii) earnings before interest and the provision for income taxes; (ix) earnings before interest, the provision for income taxes, depreciation, and amortization; (x) net income; (xi) return on equity; (xii) return on assets; (xiii) return on invested capital; (xiv) return on sales; (xv) economic value added, or other measure of profitability that considers the cost of capital employed; (xvi) free cash flow; (xvii) net cash provided by operating activities; and (xviii) net increase (decrease) in cash and cash equivalents.

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The Compensation and Benefits Committee may specify any reasonable definition of the performance measures it uses under the AIPP, including, as is our current practice, the use of performance measures on a pre-tax or post-tax basis. Such definitions may provide for reasonable adjustments and may include or exclude items, including but not limited to: (i) any gains or losses from the sale of assets outside the ordinary course of business; (ii) any gains or losses from discontinued operations; (iii) any items that are of an unusual nature and/or items that indicate infrequency of occurrence; (iv) the effects of accounting changes, any unusual, nonrecurring, transition, one-time or similar items or charges; (v) the diluted impact of goodwill on acquisitions; and (vi) any other item specified by the administrator.

Award Limitations

The maximum aggregate dollar amount that may be paid to any one participant for any Performance Period (as defined in the AIPP) with respect to a cash incentive award is $3,000,000.

If stockholders do not approve the material terms of the performance goals under the AIPP under this proposal, the Company will not have the ability to grant awards under the AIPP to our Covered Employees that are intended to be fully deductible for tax purposes pursuant to Section 162(m).

Approval of this proposal will require the affirmative vote of at least a majority of shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting, assuming the presence of a quorum. If the stockholders do not approve of this proposal, it will not be implemented and the AIPP will continue in accordance with its terms. The Company reserves the right to adopt such other compensation plans and programs as deemed appropriate and in the best interests of the Company and its stockholders.

Recommendation of the Board

The Board unanimously recommends a vote FOR the approval of the performance goals under the Superior Industries International, Inc. Annual Incentive Performance Plan. Proxies solicited by the board will be voted for the proposal unless stockholders specify a contrary vote.

We are providing a brief summary of the other material terms of the AIPP below, which is also qualified in its entirety by reference to the full copy of the AIPP, which is attached as Annex A to this proxy statement.

Purpose

The AIPP is designed to motivate employees of the Company and its affiliates employed in the United States, Mexico and elsewhere to achieve performance objectives measured on an annual basis, which is intended to result in increased value to the stockholders of the Company.

Amendment, Modification and Termination

The AIPP may be amended or terminated by the Compensation and Benefits Committee. An amendment to the AIPP will not be effective without the prior approval of the Company s stockholders if such approval is necessary to (i) continue to qualify awards as performance-based compensation under Section 162(m); or (ii) comply with other applicable law. Unless otherwise expressly provided by the Compensation and Benefits Committee, no amendment to the AIPP after a Performance Period has begun will apply without the consent of the participant if the amendment reduces any right of a participant.

Effective Date and Term

The AIPP has been amended and restated effective as of December 28, 2015 and will remain in effect until the Company s 2021 annual meeting of stockholders unless terminated sooner by the Compensation and Benefits Committee.

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U.S. Federal Income Tax Considerations

The following is a brief description of the federal income tax treatment that generally applies to AIPP awards. The description is based on current federal tax laws, rules and regulations, which are subject to change, and does not purport to be a complete description of the federal income tax aspects of the AIPP. A participant may also be subject to state and local taxes.

Awards. Cash incentive awards generally are subject to United States federal income tax at the time of payment and the Company will have a corresponding deduction as compensation expense.

Section 162(m). In general, Section 162(m) denies a publicly held corporation a deduction for U.S. federal income tax purposes for compensation in excess of $1,000,000 per year per Covered Employee, subject to certain exceptions. The AIPP is designed to permit annual cash incentive awards to be granted as performance compensation awards intended to qualify under the performance-based compensation exception to Section 162(m).

Deferrals and Code Section 409A. The Compensation and Benefits Committee may, consistent with the requirements of Code Section 409A, permit a participant to defer receipt of cash that would otherwise be due to him or her under an annual cash incentive award. If any such deferral election is permitted, the Compensation and Benefits Committee will, in its sole discretion, establish rules and procedures for such deferrals consistent with the requirements of Code Section 409A.

New Plan Benefits

The Compensation and Benefits Committee has established target annual cash incentive awards with respect to 2016 performance for the Company s executive officers under the AIPP. The following table sets forth certain information relating to the amounts of the estimated 2016 target bonus that would be payable under the annual cash incentive awards to the Company s named executive officers and executive officers and as projected for other employees, in each case upon achievement of the applicable performance goals.

Name and Position	Estimated Target Dollar Value
Donald J. Stebbins President and Chief Executive Officer	$ 900,000
Kerry A. Shiba Executive Vice President, Chief Financial Officer and Secretary	$ 252,000
Parveen Kakar Senior Vice President Sales, Marketing, Engineering and Product Development	$ 195,000
James F. Sistek Senior Vice President Business Operations and Systems	$ 195,000
Lawrence R. Oliver	$ 195,000

Senior Vice President Manufacturing Operations		
Executive Officers as a Group	$	1,794,656
Non-Executive Directors as a Group		N/A
Non-Executive Officer Employees as a Group	$	1,905,344*

* Bonus amounts have not been finalized for 2016 for non-executive officer employees but are estimated based on the projected total pool amount.

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PROPOSAL NO. 4 ADVISORY VOTE REGARDING PROXY ACCESS

General

In connection with a review of our corporate governance practices and the consideration of input from our stockholders (including the receipt of a stockholder proxy access proposal from GAMCO for inclusion in the 2017 annual meeting pursuant to Rule 14a-8 of the Exchange Act), the Board has decided to obtain an advisory stockholder vote regarding the adoption of proxy access.

Set forth below is a description of the Company s proxy access proposal for consideration by our stockholders. If supported by the Company s stockholders, the Board will consider an amendment to our Bylaws to incorporate the terms of the proxy access proposal described below. If such an amendment to our Bylaws is adopted by the Board, the Company will file a Current Report on Form 8-K that includes the text of the amendment to the Bylaws.

Description of the Proxy Access Proposal

Stockholder Eligibility to Nominate Directors

Any stockholder or group of up to 10 stockholders that has maintained ownership of 3% or more of the Company s shares continuously for at least 3 years would be permitted to include a specified number of director nominees in the Company s proxy materials for the Company s annual meeting of stockholders.

Calculation of Qualifying Ownership

In order to ensure that the interests of stockholders seeking to include candidates in the Company s proxy materials are aligned with those of other stockholders, a stockholder would be deemed to own only those shares of the Company as to which the stockholder possesses both (1) the full voting and investment rights pertaining to such shares and (2) the full economic interest in (including the opportunity for profit and risk of loss on) such shares. The following shares would not count as owned shares for purposes of determining whether the ownership threshold has been met:

- shares sold by a person or any of its affiliates in any transaction that has not been settled or closed;

- shares that a person or any of its affiliates borrowed or purchased pursuant to an agreement to resell; and

- shares subject to any derivative instrument or similar agreement in respect of the Company s shares, which instrument or agreement has the purpose or effect of (1) reducing the person s or affiliates full right to vote or direct the voting of any such shares and/or (2) hedging, offsetting or altering the gain or loss arising from the full economic ownership of such person s or affiliates shares.

A stockholder will be deemed to own shares held in the name of a nominee or other intermediary so long as the person claiming ownership of such shares retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A stockholder s ownership of shares will also be deemed to continue during any period in which such person has loaned such shares, provided that the person has the power to recall such loaned shares on 3 business days notice.

Number of Stockholder-Nominated Candidates

The maximum number of candidates nominated by all eligible stockholders that the Company would be required to include in its proxy materials cannot exceed 20% of the number of directors in office as of the last day on which a notice of proxy access nomination may be delivered to the Company. Any candidate who is either subsequently withdrawn, disqualified or included by the Board in the Company s proxy materials as a Board-nominated candidate would be counted against the nominee limit. In addition, candidates that the Board nominates pursuant to an agreement or other arrangement with one or more stockholders in lieu of such person

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being formally nominated as a director pursuant the Company s advance notice or proxy access provisions would be counted against the nominee limit. Moreover, directors that the Board nominates for reelection that were previously elected pursuant to the Company s proxy access provisions or pursuant to an agreement or other arrangement with one or more stockholders in lieu of such person being formally nominated as a director pursuant to the Company s advance notice or proxy access provisions, in each case, at 1 of the previous 3 annual meeting of stockholders, would be counted against the nominee limit.

Procedure for Electing Candidates if Nominee Limit is Exceeded

Any stockholder or group of stockholders that submits more than one candidate for inclusion in the Company s proxy materials would be required to rank its candidates. If the number of candidates exceeds the nominee limit, the highest ranking eligible candidate from each stockholder or group of stockholders will be included in the Company s proxy materials until the limit is reached, beginning with the stockholder or group of stockholders with the largest number of shares.

Nominating Procedures

In order to provide adequate time to assess stockholder-nominated candidates, requests to include such candidates in the Company s proxy materials must be received no earlier than 120 days and no later than 90 days before the first anniversary of the date of the Company s prior year s annual meeting of stockholders.

Information Required by All Nominating Stockholders

Each stockholder seeking to include a candidate in the Company s proxy materials would be required to provide certain information to the Company, including but not limited to:

- verification of, and information regarding, the stock ownership of the stockholder as of the date of the submission and the record date for the annual meeting;
- information regarding each candidate, including biographical and stock ownership information;
- in the case of a nomination by a group of stockholders, the designation by all group members of one specified group member that is authorized to act on behalf of all group members with respect to the nomination and all related matters;
- a copy of the Schedule 14N filed by the stockholder(s) with the SEC; and
- a description of any financial arrangement with respect to the nomination between the stockholder or candidate and any other person.

Stockholders and candidates, as applicable, would also be required to make certain representations to, and agreements with, the Company, including but not limited to:

representation that such person acquired its shares in the ordinary course of business and not with the intent to change or influence control of the company and does not presently have such intent;

agreement that such stockholder will maintain qualifying ownership through the one year anniversary of the date of the annual meeting at which the stockholder is seeking to nominate director candidates;

representation that such stockholder has not nominated and agreement that such stockholder will not nominate a director candidate other than the candidate(s) being nominated pursuant to the proxy access provision;

agreement to refrain from soliciting in support of the election of any individual as a director other than its candidate(s) or a nominee of the Board;

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agreement to provide written statements verifying continuous qualifying ownership through the one year anniversary of the date of the annual meeting at which the stockholder is seeking to nominate director candidates

agreement by the candidate to refrain from becoming a party to any agreement or commitment as to how such candidate will vote on any issue if elected as a director of the Company;

unless disclosed to the Company, agreement by the candidate to refrain from becoming a party to any compensatory or other financial arrangement with any person other than with the Company in connection with such person s service as a director of the Company;

agreement to not distribute any form of proxy for the annual meeting other than the form distributed by the Company;

agreement to comply with applicable laws and Company policies and assume liability arising out of the communications with the Company and its stockholders and indemnify the Company and its directors and officers for liability arising from or relating to the nomination; and

representation as to the accuracy and completeness of all information provided to the Company.

Exclusion of Stockholder Nominees

The Company would not be required to include a candidate in the Company s proxy materials if, among other things:

any stockholder nominates a person for election pursuant to the advance notice provisions of the Company s Articles, or any director then in office was previously nominated by a stockholder pursuant to the advance notice provisions in the Company s Articles at one of the previous 3 annual meetings of stockholders;

the candidate is not independent under applicable independence standards or has been an officer or director of a competitor within the past 3 years;

the election of the candidate would cause the Company to violate its charter or bylaws, the rules and listing standards of the principal exchange upon which the Company s shares are listed, any applicable law, rule or regulation or any publicly disclosed standards of the Company applicable to directors;

the candidate is subject to pending criminal proceeding (excluding traffic violations and other minor offenses) or is subject to any order described under Rule 506(c) of Regulation D

- the candidate or the stockholder has provided materially false or misleading information to the Company; or

- the candidate s then-current business or personal interests or those within the preceding 10 years place the candidate in a conflict of interest with the Company or any of its subsidiaries that would cause the candidate to violate any fiduciary duties of directors.

In addition, the Board or the chairman of the annual meeting of stockholders will declare a director nomination to be defective, and such nomination will be disregarded, if the stockholder or candidate breaches any of their respective obligations under the Company s charter or bylaws, including its proxy access provision, or either the candidate or the stockholder does not appear at the annual meeting of stockholders in person.

Future Disqualification of Stockholder-Nominated Candidates and Nominating Stockholders

Any candidate who is included in the Company s proxy materials but subsequently either withdraws from or becomes ineligible for election at the meeting would be ineligible for nomination at the following 2 annual meetings of stockholders. Stockholders will be disqualified from using proxy access at the following 2 annual meetings of stockholders if they submit a candidate under either proxy access or advance notice and such candidate withdraws or becomes ineligible.

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Supporting Statement

Stockholders would be permitted to include in the Company s proxy statement for the applicable annual meeting of stockholders a written statement of up to 500 words in support of the election of the candidate. The Company would be permitted to omit any information or statement that the Company determines is materially false or misleading or whose disclosure would violate any applicable law or regulation.

Comparison to GAMCO Proposal

We received a proxy access proposal for inclusion in the 2017 Annual Meeting pursuant to Rule 14a-8 of the Exchange Act from GAMCO. As part of our review of our corporate governance practices and in consideration of input from stockholders, we considered the proposal brought forth by GAMCO and determined to seek an advisory vote from all stockholders regarding proxy access. We reviewed the proposal set forth by GAMCO and decided to propose to stockholders a more fulsome proxy access proposal, which addresses a number of administrative elements lacking in the GAMCO proposal. Below is a comparison of the proxy access proposal included herein against GAMCO s proposal.

Provision	**Superior Proposal**	**GAMCO Proposal**
Stockholder Eligibility	3% stockholders for a period of 3 years.	Same as Superior s proposal.
Limit on Number of Proxy Access Director Candidates	20%	Same as Superior s proposal.
Notice Requirement	Notice due within time period specified in the bylaws (no earlier than 120 days and no later than 90 days before the first anniversary of the prior year s annual meeting).	Same as Superior s proposal.
Support Statement	Nominator may furnish a 500-word written statement in support of the election of the candidate for inclusion in the Company s proxy materials.	Same as Superior s proposal.
Required Disclosure by Nominator	Information required to be disclosed about the director nominee and nominator by SEC rules in connection with a contested director election solicitation, Schedule 14N and a description of any financial arrangement regarding the nomination between the stockholder or candidate and any other person.	Information required to be disclosed about the director nominee and nominator by SEC rules in connection with a contested director election solicitation.

Provision	Superior Proposal	GAMCO Proposal
Undertakings	Nominators and candidates are required to make representations regarding, among other items, share holdings, maintenance of share holdings, voting, compliance with laws, and accuracy of information provided to Superior. Nominators and candidates also shall agree to assume liability arising out of the communications with the Company and its stockholders and indemnify the Company and its directors and officers for liability arising from or relating to the nomination, not to engage in a proxy contest while utilizing proxy access, not to solicit on behalf of any candidates other than its candidate or a nominee of the Board or distribute proxy materials other than the Company s materials and the director candidate not to enter into a compensatory or other financial arrangement with any person other than Superior in connection with the candidate s service as a director of Superior.	Nominator agrees to assume all liability arising out of a violation of law or regulation in connection with Nominator s communications with Superior s stockholders, including regarding the disclosures provided to Superior.
Stockholder Group	Stockholder groups of up to 10 stockholders may form a nominating group.	No provision proposed.
Calculation of Qualifying Ownership	Nominators must have full voting and investment rights with respect to their shares and full economic interest in such shares.	No provision proposed.
Procedures for Electing Candidates if Nominee Limit is Exceeded	Superior s proposal includes a mechanism for electing candidates if nominee limit is exceeded, based on ranking and number of shares held.	No provision proposed.

Provision	Superior Proposal	GAMCO Proposal
Basis for Exclusion of Stockholder Nominees	Superior may exclude candidates from its proxy materials if, among other things, the candidate: does not meet the Company s independence standards, would cause a violation of the Company s governing documents or applicable regulations, is subject to certain criminal proceedings, provided (or the nominator provided) materially false or misleading information to Superior, has a conflict of interest with Superior or the candidate was previously nominated in a proxy contest. A candidate also who is included in the Company s proxy materials but subsequently either withdraws from or becomes ineligible for election at the meeting would be ineligible for nomination at the following 2 annual meetings of stockholders. Stockholders will be disqualified from using proxy access at the following 2 annual meetings of stockholders if they submit a candidate under either proxy access or advance notice and such candidate withdraws or becomes ineligible.	No provision proposed.

Proposal

RESOLVED: Stockholders of the Company to ask the Board to consider a proxy access amendment to the Bylaws. Such an amendment to the Bylaws shall require the Company to include in its proxy materials prepared for a stockholder meeting at which directors are to be elected the name and supporting statement of any person nominated by a stockholder or group of stockholders that meets the criteria established in the Bylaw amendment. Such an amendment to the Bylaws shall also allow stockholders to vote for such a nominee on the Company s proxy card.

Vote Required

Approval of this proposal requires (i) 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. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal.

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Recommendation of the Board of Directors

The Board is not recommending whether to vote FOR or AGAINST Proposal 4. The Board has considered this proposal and has determined not to make a recommendation either in favor of, or in opposition to, this proposal. The proposal, which is advisory in nature, would constitute a recommendation to the Board, if approved by stockholders, to provide access to the Company s proxy for stockholders meeting the criteria described in the proposal. Whether or not this proposal is adopted, the Board of Directors strongly believes that the Company provides stockholders with effective corporate governance mechanisms that ensure the accountability of the Board of Directors, including:

The Company s governing documents and corporate governance polices include a number of mechanisms designed to enhance and enforce stockholders right to be heard by the Board of Directors, including:

- Annual election of all directors;
- Majority vote standard for election of directors;
- Process for stockholders to nominate director candidates; and
- Ability of stockholders to call special meetings.

In addition, the Nominating and Corporate Governance Committee serves an important role in identifying and evaluating director candidates that: (i) possess experiences, qualifications, attributes and skills that would be beneficial to have represented on the Board and on our committees at any particular point in time, (ii) will contribute to an effective Board and (iii) address the evolving needs of the Company and represents the best interests of the Company s stockholders. The Nominating and Corporate Governance Committee is also responsible for evaluating stockholder-nominated director candidates according to the same standards.

The Board unanimously recommends that you CAST A VOTE on the proxy access proposal.

PROPOSAL NO. 5   RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

Superior is asking the stockholders to ratify the Audit Committee s appointment of Deloitte & Touche LLP as Superior s independent registered public accounting firm for the fiscal year ending December 25, 2016. Neither the Company s Articles of Incorporation nor the Bylaws require that stockholders ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm. However, we are requesting ratification because we believe it is a matter of good corporate practice. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in Superior s and its stockholders best interests.

Deloitte has audited Superior s consolidated financial statements annually since 2009. Representatives of Deloitte are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that those representatives will be available to respond to appropriate questions.

Principal Accountant Fees and Services

The following is a summary of the fees billed to Superior by its independent registered public accounting firm, Deloitte & Touche LLP for professional services rendered for the years ended December 27, 2015 and December 28, 2014:

Fee Category	Fiscal 2015 Fees	Fiscal 2014 Fees
Audit Fees	$ 1,251,000	$ 971,000
Audit-Related Fees	32,720	0
Tax Fees	695,700	67,100
All Other Fees	157,730	14,000
Total Fees	$ 2,137,150	$ 1,052,100

Audit Fees. Consist of fees billed for professional services rendered for the integrated audit of Superior s consolidated financial statements and of its internal control over financial reporting, for review of the interim consolidated financial statements included in quarterly reports and for the statutory audits for certain subsidiaries located in Mexico.

Audit-Related Fees. Consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Superior s consolidated financial statements and are not reported under Audit Fees. These services include accounting consultations in connection with transactions, merger and acquisition due diligence, attest services that are not required to support the integrated audit of Superior s consolidated financial statements and its internal controls over financial reporting and consultations concerning financial accounting and reporting standards.

Tax Fees. Consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance, assistance with tax reporting requirements and audit compliance, assistance with customs and duties compliance, value-added tax compliance, and tax advice on international, federal and state tax matters. Additionally, the tax fees include services for assistance with a corporate tax project that was undertaken and completed in 2015.

All Other Fees. Consist of fees for professional services other than the services reported above, including permissible business process advisory and consulting services.

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The Audit Committee determined that all non-audit services provided by Deloitte were compatible with maintaining such firm s audit independence.