

Cooper-Standard Holdings Inc.
Form 8-K
May 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (date of earliest event reported) – May 12, 2014 (May 8, 2014)

COOPER-STANDARD HOLDINGS INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 000-54305 (Commission File Number) | 20-1945088 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|--|

| | |
|--|---------------------|
| 39550 Orchard Hill Place Drive, Novi, Michigan (Address of principal executive offices) | 48375 (Zip code) |
|--|---------------------|

Registrant's telephone number, including area code (248) 596-5900

Check the appropriate box below in the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Cooper-Standard Holdings Inc. (the "Company") was held on May 8, 2014. A total of 16,949,745 shares of common and preferred stock (voting with the common stock, as a single class, on an as converted basis) were eligible to vote at the Annual Meeting. The matters voted on at the Annual Meeting were as follows:

1. Election of Directors:

The following individuals were elected to the Board of Directors for a term of one year expiring at the 2015 Annual Meeting of stockholders.

| Name | Votes For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Jeffrey S. Edwards | 15,082,321 | 20,167 | 346,277 |
| Larry J. Jutte | 15,098,328 | 4,160 | 346,277 |
| Jeffrey Kirt | 15,082,533 | 19,955 | 346,277 |
| David J. Mastrocola | 13,359,486 | 1,743,002 | 346,277 |
| Stephen A. Van Oss | 15,098,328 | 4,160 | 346,277 |
| Kenneth L. Way | 15,098,328 | 4,160 | 346,277 |
| Thomas W. Sidlik | 15,098,328 | 4,160 | 346,277 |

The nominations were made by the Board of Directors and no other nominations were made by any stockholder.

2. Advisory (non-binding) vote on the executive compensation of the Company's named executive officers:

The stockholders voted in favor of the compensation of the Company's named executive officers as disclosed in the proxy statement for the 2014 Annual Meeting of Stockholders.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 15,074,920 | 26,470 | 1,098 | 346,277 |

3. Selection of Auditors:

The stockholders voted to ratify the appointment by the Company's Audit Committee of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 15,440,520 | 8,245 | 0 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COOPER-STANDARD HOLDINGS INC.

\\ Aleksandra A. Miziolek

Name: Aleksandra A. Miziolek

Title: Senior Vice President, General Counsel and Secretary

Dated: May 12, 2014