

SUPERIOR INDUSTRIES INTERNATIONAL INC  
Form DFAN14A  
April 25, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(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. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- 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 Under Rule 14a-12

SUPERIOR INDUSTRIES INTERNATIONAL, INC.  
(Name of Registrant as Specified in Its Charter)

GAMCO ASSET MANAGEMENT INC.  
MARIO J. GABELLI  
MATTHEW GOLDFARB  
F. JACK LIEBAU, JR.  
RYAN J. MORRIS

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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



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

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(2) Aggregate number 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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Fee paid previously with preliminary materials:

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

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(1) Amount previously paid:

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

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(3) Filing Party:

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(4) Date Filed:

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GAMCO Asset Management Inc., together with the other participants named herein (collectively, "GAMCO"), has made a definitive filing with the Securities and Exchange Commission of a proxy statement and an accompanying BLUE proxy card to be used to solicit votes for the election of GAMCO's slate of three highly-qualified director nominees to the Board of Directors of Superior Industries International, Inc., a Delaware corporation (the "Company"), at the Company's upcoming 2016 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

On April 25, 2016, GAMCO issued the following press release:

One Corporate Center  
Rye, NY 10580-1422  
t 914.921.7733  
GABELLI.COM

For Immediate Release:

Contact: George Maldonado  
Director of Proxy Voting Services  
(914) 921-7733

For further information please visit  
[www.gabelli.com](http://www.gabelli.com)

#### GAMCO Commends Superior's Implementing Changes

GAMCO Asset Management Inc. ("GAMCO"), an affiliate of GAMCO Investors, Inc. (NYSE: GBL), commented on the announcement by Superior Industries International, Inc. ("Superior" or the "Company") (NYSE: SUP) of its preliminary financial results for the first quarter of 2016.

GAMCO is pleased that its continued drive for improvement at the Company appears to have bolstered Superior's management focus on internal operations. GAMCO believes its focus on capital allocation at the Company, beginning with the 2013 proxy contest, has been the catalyst for changes at Superior, including the hiring of Don Stebbins as CEO. GAMCO continues to firmly believe that the Company's Board of Directors (the "Board") should concentrate on allocation of capital from internal operations and not "inorganic" growth.

GAMCO has led a multi-year campaign to improve the Board composition and operational efficiency at Superior and would like to thank Superior's stockholders for their support during its proxy contest. GAMCO would also like to thank its nominees, Matthew Goldfarb, F. Jack Liebau, Jr. and Ryan J. Morris. GAMCO, on behalf of its clients, will continue to rigorously monitor Superior and its Board.

GAMCO Investors, Inc., through its subsidiaries, manages private advisory accounts (GAMCO Asset Management Inc.), mutual funds and closed-end funds (Gabelli Funds, LLC).

#### SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Our disclosure and analysis in this press release may contain some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. In particular, these include statements relating to future actions, future performance and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, there can be no assurance that our actual results will not differ materially from what we expect or believe.

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