

Pallagi Shawn
Form 4
March 08, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pallagi Shawn

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief HR Officer

(Last) (First) (Middle)
26600 TELEGRAPH ROAD, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2019

SOUTHFIELD, MI 48033

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/07/2019 | | A ⁽¹⁾ | | 3,064 | A | \$ 0 37,910 D |
| Common Stock | 03/07/2019 | | F ⁽²⁾ | | 1,039 | D | \$ 5.49 36,871 D |
| Common Stock | 03/07/2019 | | M | | 756 | A | \$ 0 37,627 D |
| Common Stock | 03/07/2019 | | F ⁽²⁾ | | 257 | D | \$ 5.49 37,370 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (3) | 03/07/2019 | | M | 756 | (4) (4) | Common Stock | 756 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pallagi Shawn 26600 TELEGRAPH ROAD SUITE 400 SOUTHFIELD, MI 48033 | | | SVP, Chief HR Officer | |

Signatures

/s/ Joanne Finnorn as Attorney-in-Fact 03/07/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired upon settlement of performance-based restricted stock units relating to the three-year performance period ending December 31, 2018, which were granted under the Issuer's Amended and Restated 2008 Equity Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (2) These shares were withheld solely for the purpose of paying taxes due upon the vesting and settlement of performance-based restricted stock units and restricted stock units as applicable, that were granted to the Reporting Person under the Company's Amended and Restated 2008 Equity Incentive Plan.

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- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of Superior Industries International, Inc.
- (4) The restricted stock units vest and settle in stock in three approximately equal installments on March 7, 2017, March 7, 2018 and March 7, 2019, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.