

SUPERIOR INDUSTRIES INTERNATIONAL INC
 Form 3
 May 31, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â TPG Group Holdings (SBS) Advisors, Inc.			(Month/Day/Year)		SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]	
(Last)	(First)	(Middle)	05/22/2017		4. Relationship of Reporting Person(s) to Issuer	
C/O TPG GLOBAL, LLC,,Â 301 COMMERCE STREET, SUITE 3300					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
FORT WORTH,Â TXÂ 76102					<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Perpetual Convertible Preferred Stock <u>(2)</u> <u>(3)</u> <u>(5)</u>	Â <u>(3)(5)</u>	Â <u>(3)(5)</u>	Common Stock	4,978,410.62 \$ <u>(3)</u> <u>(5)</u>	I	See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Series B Perpetual Convertible Preferred Stock <u>(2)</u> <u>(4)</u> <u>(5)</u>	Â <u>(4)(5)</u>	Â <u>(4)(5)</u>	Series A Perpetual Convertible Preferred Stock	9,798 \$ <u>(4)</u> <u>(5)</u>	I	See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

/s/ Michael LaGatta, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (8)	05/31/2017
<u>Signature of Reporting Person</u>	Date
/s/ Clive Bode on behalf of David Bonderman (8)(9)	05/31/2017
<u>Signature of Reporting Person</u>	Date
/s/ Clive Bode on behalf of James G. Coulter (8)(9)	05/31/2017
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) David Bonderman and James G. Coulter are the sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Growth GenPar III Advisors, LLC, which

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is the general partner of TPG Growth GenPar III, L.P., which is the general partner of TPG Growth III Sidewall, L.P. ("TPG Growth Sidewall").

- (2) TPG Growth Sidewall directly holds 140,202 shares of Series A Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Shares"), of Superior Industries International, Inc. (the "Issuer") and 9,798 shares of Series B Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Shares" and, together with the Series A Preferred, the "Preferred Shares"), of the Issuer.

- (3) Pursuant to the Certificate of Designations, Preferences and Rights of the Preferred Shares (the "Certificate of Designations"), each Series A Preferred Share is convertible at any time into a number of shares of Common Stock of the Issuer ("Common Stock") determined by dividing (i) the sum of the Stated Value (as defined below) and any accrued and unpaid dividends by (ii) \$28.162 (the "Conversion Price"). The Stated Value (the "Stated Value") of each Series A Preferred Share is equal to \$1,000 plus (i) any dividends paid in the form of an increase in the Stated Value and (ii) all accumulated and unpaid dividends. The Conversion Price is subject to adjustment upon the occurrence of certain corporate events.

- (4) Pursuant to the Certificate of Designations, each Series B Preferred Share is convertible, subject to the Conversion Cap (as defined below), at any time into a Series A Preferred Share and will automatically convert into a Series A Preferred Share upon receipt of Stockholder Approval (as defined below).

- (5) The Preferred Shares may not be converted into more than 19.99% of the total number of shares of Common Stock outstanding immediately prior to May 22, 2017 (the "Conversion Cap") until the Issuer receives the stockholder approval ("Stockholder Approval") required under Rule 312.03 of the New York Stock Exchange Listed Company Manual for the removal of the Conversion Cap.

- (6) Because of the relationship between the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Growth Sidewall. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

- (7) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

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Remarks:

(8)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Exch

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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