

BONDERMAN DAVID
 Form 4
 September 01, 2017

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 *
 TPG Group Holdings (SBS) Advisors, Inc.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2017

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(Street)

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

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

FORT WORTH, TX 76102

(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)
				(A) or (D)	Code V Amount (D) Price		

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

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Perpetual Convertible Preferred Stock	(3)	08/30/2017		C	9,798	(3)	(3)	Common Stock	5,320
Series B Perpetual Convertible Preferred Stock	(4)	08/30/2017		C	9,798	(4)	(4)	Series A Perpetual Convertible Preferred Stock	9,798

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		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Michael LaGatta, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7) 09/01/2017
**Signature of Reporting Person Date

/s/ Clive Bode on behalf of David Bonderman (7)(8) 09/01/2017
**Signature of Reporting Person Date

/s/ Clive Bode on behalf of James G. Coulter (7)(8) 09/01/2017

__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).
- 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 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"), which directly holds 150,000 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").
- (1) On August 30, 2017, the 9,798 shares of Series B Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Shares"), held by TPG Growth Sidewall automatically converted into an equal number of Series A Preferred Shares upon the vote of the Issuer's stockholders to approve the conversion (the "Stockholder Approval").
- (2) 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 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.
- (3) Pursuant to the Certificate of Designations, each Series B Preferred Share had been convertible, subject to a conversion cap (as set forth in the Certificate of Designations) and automatic conversion upon Stockholder Approval, at any time into a Series A Preferred Share.
- (4) 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.
- (5) 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.
- (6)

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (8) Clive Bode is s

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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