

COOPER TIRE & RUBBER CO  
Form 8-K  
May 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 8, 2015

Cooper Tire & Rubber Company

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(Exact name of registrant as specified in its charter)

|                                                         |                                   |                                               |
|---------------------------------------------------------|-----------------------------------|-----------------------------------------------|
| Delaware                                                | 001-04329                         | 344297750                                     |
| <hr/> (State or other jurisdiction<br>of incorporation) | <hr/> (Commission<br>File Number) | <hr/> (I.R.S. Employer<br>Identification No.) |
| 701 Lima Avenue, Findlay, Ohio                          |                                   | 45840                                         |
| <hr/> (Address of principal executive offices)          |                                   | <hr/> (Zip Code)                              |

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Registrant's telephone number, including area code: 419-423-1321

Not Applicable

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Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ 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.**

Cooper Tire & Rubber Company (the “*Company*”) held its Annual Meeting of Stockholders on May 8, 2015 (the “*Annual Meeting*”). The following are the final voting results on proposals considered and voted upon by stockholders at the Annual Meeting, all of which are described in more detail in the Company’s definitive proxy statement for the Annual Meeting filed March 27, 2015.

1. The following individuals were elected to serve as directors for a term expiring at the next Annual Meeting of Stockholders in 2016. The voting results were as follows:

| NOMINEE           | VOTES FOR         | VOTES            | BROKER           |
|-------------------|-------------------|------------------|------------------|
|                   |                   | WITHHOLD         | NON-VOTES        |
| Roy V. Armes      | <b>47,292,688</b> | <b>1,999,433</b> | <b>4,861,578</b> |
| Thomas P. Capo    | <b>48,226,929</b> | <b>1,065,192</b> | <b>4,861,578</b> |
| Steven M. Chapman | <b>48,229,862</b> | <b>1,062,259</b> | <b>4,861,578</b> |
| John J. Holland   | <b>48,511,532</b> | <b>780,589</b>   | <b>4,861,578</b> |
| John F. Meier     | <b>44,240,273</b> | <b>5,051,848</b> | <b>4,861,578</b> |
| John H. Shuey     | <b>48,086,028</b> | <b>1,206,093</b> | <b>4,861,578</b> |
| Robert D. Welding | <b>48,133,353</b> | <b>1,158,768</b> | <b>4,861,578</b> |

2. Ernst & Young LLP was ratified as the Company's independent registered public accounting firm for the year ending December 31, 2015. The voting results were as follows:

VOTES FOR VOTES AGAINST VOTES ABSTAINED

**53,177,463    590,753                    385,483**

3. The non-binding advisory resolution on the Company's executive compensation was approved. The voting results were as follows:

| VOTES FOR         | VOTES AGAINST    | VOTES ABSTAINED | BROKER<br>NON-VOTES |
|-------------------|------------------|-----------------|---------------------|
| <b>47,304,931</b> | <b>1,568,735</b> | <b>418,455</b>  | <b>4,861,578</b>    |

**SIGNATURE**

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.

Date: May 12, 2015      COOPER TIRE & RUBBER COMPANY

By: /s/ Jack Jay McCracken  
*Jack Jay McCracken*  
*Assistant General Counsel and*  
  
*Assistant Secretary*