

Section 1: 8-K (8-K)

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 3, 2019

Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-04329</u> (Commission File Number)	<u>34-4297750</u> (I.R.S Employer Identification No.)
<u>701 Lima Avenue, Findlay, Ohio</u> (Address of principal executive offices)		<u>45840</u> (Zip Code)

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

Not Applicable

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with

any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 3, 2019 (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 21, 2019.

1. The following individuals were elected to serve as directors for a term expiring at the next Annual Meeting of Stockholders in 2020. The voting results were as follows:

NOMINEE	VOTES FOR	VOTES WITHHELD	BROKER NON-VOTES
Thomas P. Capo	42,031,845	1,069,060	3,745,909
Steven M. Chapman	42,042,938	1,057,967	3,745,909
Susan F. Davis	42,506,638	594,267	3,745,909
Kathryn P. Dickson	42,564,458	536,447	3,745,909
John J. Holland	41,774,568	1,326,337	3,745,909
Bradley E. Hughes	42,313,026	787,879	3,745,909
Tracey I. Joubert	42,385,437	715,468	3,745,909
Gary S. Michel	42,354,358	746,547	3,745,909
Brian C. Walker	42,564,620	536,285	3,745,909
Robert D. Welding	41,856,103	1,244,802	3,745,909

2. Ernst & Young LLP was ratified as the Company’s independent registered public accounting firm for the year ending December 31, 2019. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
45,155,339	1,625,702	65,773

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

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
39,622,797	3,224,564	253,544	3,745,909

SIGNATURES

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.

Dated:

May 7, 2019

Cooper Tire & Rubber Company

*By: /s/ Jack Jay
McCracken*

Name: Jack Jay McCracken

*Title: Vice President, Assistant General Counsel &
Assistant Secretary*

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