

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):

December 3, 2019

Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

<u>Delaware</u> <i>(State or other jurisdiction of incorporation)</i>	<u>001-04329</u> <i>(Commission File Number)</i>	<u>34-4297750</u> <i>(I.R.S Employer Identification No.)</i>
<u>701 Lima Avenue, Findlay, Ohio</u> <i>(Address of principal executive offices)</i>	<u>419- 423-1321</u> <i>(Registrant's telephone number)</i>	<u>45840</u> <i>(Zip Code)</i>
	<u>Not Applicable</u> <i>(Former name or former address, if changed since last report)</i>	

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Common Stock, \$1 par value per share</u> <i>(Title of Each Class)</i>	<u>CTB</u> <i>(Trading Symbol)</i>	<u>New York Stock Exchange</u> <i>(Name of Each Exchange on which Registered)</i>
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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 8.01 Other Events.

On December 3, 2019, the Board of Directors (“Board”) of Cooper Tire & Rubber Company (the “Company”) approved an extension of the Company’s current share repurchase program through December 31, 2021. As of December 3, 2019, there was approximately \$193 million remaining on the Board’s existing authorization to repurchase up to \$300 million of the Company’s outstanding common stock. Shares may be purchased under the program from time to time based on market conditions and repurchases, if any, will be executed through open market purchases, privately negotiated purchases, and other means. All or part of the repurchases may be implemented under Rule 10b5-1 trading plans, which allow repurchases under preset terms when the Company might otherwise be prevented from doing so. The repurchased shares will be held in Treasury and used for general corporate purposes.

This Current Report on Form 8-K contains what the Company believes are “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995, regarding projections, expectations or matters that the Company anticipates may happen with respect to the future performance of the industries in which the Company operates, the economies of the U.S. and other countries, or the performance of the Company itself, which involve uncertainty and risk. Such “forward-looking statements” are generally, though not always, preceded by words such as “anticipates,” “expects,” “will,” “should,” “believes,” “projects,” “intends,” “plans,” “estimates,” and similar terms that connote a view to the future and are not merely recitations of historical fact. Such statements are made solely on the basis of the Company’s current views and perceptions of future events, and there can be no assurance that such statements will prove to be true.

These forward-looking statements include, among others, statements regarding the Company’s share repurchase program. There are a variety of factors, including market conditions, which may affect the actual amount expended on stock repurchases, the Company’s ability to consummate stock repurchases; changes in the Company’s results of operations or financial conditions or strategic priorities may lead to a modification, suspension or cancellation of stock repurchases, which may occur at any time.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this Current Report on Form 8-K are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Prospective investors are cautioned that any such statements are not a guarantee of future performance and actual results or developments may differ materially from those projected.

The Company makes no commitment to update any forward-looking statement included herein or to disclose any facts, events or circumstances that may affect the accuracy of any forward-looking statement, except as required by law. Further information covering issues that could materially affect financial performance is contained in the Company’s filings with the U.S. Securities and Exchange Commission.

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:

December 3, 2019

Cooper Tire & Rubber Company

By: /s/ Jack Jay McCracken

Name: Jack Jay McCracken

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