

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)

| | | | |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Langford Ransom A.</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG PACE ENERGY HOLDINGS CORP.,Â 301 COMMERCE STREET, SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/22/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

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) |
|--|--|---|--|
| No securities beneficially owned <u>(1)</u> <u>(2)</u> | 0 | D | Â |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Langford Ransom A. C/O TPG PACE ENERGY HOLDINGS CORP., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X | | | |

Signatures

/s/ Michael LaGatta on behalf of Ransom A. Langford (3) 05/31/2017

**Signature of Reporting Person 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) Ransom A. Langford is a TPG Partner. TPG is affiliated with TPG Growth III Sidewall, L.P., which directly holds 140,202 shares of Series A Perpetual Convertible Preferred Stock, par value \$0.01 per share, of Superior Industries International, Inc. (the "Issuer") and 9,798 shares of Series B Perpetual Convertible Preferred Stock, par value \$0.01 per share, of the Issuer.
- (2) Mr. Langford disclaims beneficial ownership of all of the securities that are or may be beneficially owned by TPG Growth III Sidewall, L.P. or any of its affiliates. 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 Mr. Langford is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:

(3) Michael LaGatta is signing on behalf of Mr. Langford pursuant to the authorization and designa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.