

Edgar Filing: Cooper-Standard Holdings Inc. - Form DEFA14A

Cooper-Standard Holdings Inc.
Form DEFA14A
April 05, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Check the appropriate box:

Filed by a party other than the Registrant

- ☐ Preliminary Proxy Statement
 - ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 - ☐ Definitive Proxy Statement
 - ☐ Definitive Additional Materials
 - ☐ Soliciting Material Pursuant to §240.14a-12
- Cooper-Standard Holdings Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 16, 2019.

COOPER-STANDARD HOLDINGS INC. Meeting Information

Meeting
Type: Annual Meeting

For holders
as of: March 22, 2019

Date: May
16, 2019 Time: 9:00 AM EDT

Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/CPS2019.

The company will be hosting the meeting live via the
Internet this year. To attend the meeting via the Internet
please visit

www.virtualshareholdermeeting.com/CPS2019 and be
sure to have the information that is printed in the box
marked by the arrow

XXXX

à XXXX (located on the following page).

XXXX

You are receiving this communication because you hold
shares in the company named above.

COOPER-STANDARD HOLDINGS INC.
ATTN: ALEKSANDRA A. MIZIOLEK
39550 ORCHARD HILL PLACE
NOVI, MI 48375

This is not a ballot. You cannot use this notice to vote
these shares. This communication presents only an
overview of the more complete proxy materials that are
available to you on the Internet. You may view the proxy
materials online at www.proxyvote.com or easily request
a paper copy (see reverse side).

We encourage you to access and review all of the
important information contained in the proxy materials
before voting.

See the reverse side of this notice to obtain proxy
materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT	FORM
	10-K

How to View Online:

Have the information that is printed in the box XXXX XXXX XXXX XXXX (located marked by the arrow à on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one.

There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- | | |
|------------------|--|
| 1) BY INTERNET: | www.proxyvote.com |
| 2) BY TELEPHONE: | 1-800-579-1639 |
| 3) BY E-MAIL*: | sendmaterial@proxyvote.com |

*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow à XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 2, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow

	XXXX	(located on the
	XXXX	following page)
à	XXXX	available and
	XXXX	follow the
	XXXX	instructions.

During The Meeting:

Go to

www.virtualshareholdermeeting.com/CPS2019.

Have the information that is printed in the box marked by

the arrow à	XXXX	(located on
	XXXX	the
	XXXX	following

XXXX page)
available
and follow
the
instructions.

Vote By Mail: You can vote by mail by
requesting a paper copy of the materials,
which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR
the listed nominees.

- | | |
|--------------------------|--|
| 1. Election of Directors | The Board of Directors recommends you vote FOR
Proposals 2 and 3. |
| 1a. Jeffrey S. Edwards | 2. Advisory Vote on Named Executive Officer Compensation |
| 1b. David J. Mastrocola | 3. Ratification of Appointment of Independent Registered Public Accounting Firm. |
| 1c. Justin E. Mirro | NOTE: Conduct such other business as may properly
come before the meeting or any adjournment thereof. |
| 1d. Robert J. Remenar | |
| 1e. Sonya F. Sepahban | |
| 1f. Thomas W. Sidlik | |
| 1g. Matthew J. Simoncini | |
| 1h. Stephen A. Van Oss | |
| 1i. Molly P. Zhang | |
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