

COOPER TIRE & RUBBER CO  
Form 8-K  
July 03, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

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FORM 8-K

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**CURRENT REPORT Pursuant to  
Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 30, 2014

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Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

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Delaware                      001-04329    34-4297750

(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**701 Lima Avenue, Findlay, Ohio** 45840

(Address of principal executive offices) (Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Transition of Certain Officers*

On June 30, 2014, the Board of Directors (the “**Board**”) of Cooper Tire & Rubber Company (the “**Company**”) appointed Mr. Bradley E. Hughes, Vice President, Chief Financial Officer and Treasurer of the Company, as Senior Vice President and President—International Operations, effective July 1, 2014. Mr. Hughes will continue to serve as Chief Financial Officer and Treasurer, in addition to his new position, while the Company conducts an executive search for his successor as the Chief Financial Officer. In addition, effective June 30, 2014, Mr. Harold C. Miller, Vice President and President—International Tire Operations, resigned as an officer of the Company and was appointed, effective July 1, 2014, as Executive Advisor to the Chief Executive Officer. In this new role, Mr. Miller will assist the Company in the process to determine the future ownership of the Cooper Chenghsan (Shandong) Tire Co., Ltd. joint venture, as well as continuing to support the Company’s International segment growth plans and helping to assure an orderly transition to Mr. Hughes’ leadership.

*Grants of Restricted Stock Units*

On July 1, 2014, the Compensation Committee of the Board granted restricted stock units (“**RSUs**”) to the Company’s named executive officers under the Cooper Tire & Rubber Company 2014 Incentive Compensation Plan. The RSUs will vest in two tranches of 50% on the first and 50% on the second anniversary of the grant date. The following table sets forth the total number of RSUs granted to each of these officers:

<b>Name</b>	<b>Number of RSUs</b>
Roy V. Armes	75,000
Bradley E. Hughes	15,000
Brenda S. Harmon	15,000
Christopher E. Ostrander	15,000

**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.

**COOPER TIRE & RUBBER  
COMPANY**

By: /s/ Jack Jay McCracken  
Name: Jack Jay McCracken  
Title: Assistant Secretary

Dated: July 3, 2014