

COOPER TIRE & RUBBER CO  
Form S-8  
June 16, 2014  
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As filed with the Securities and Exchange Commission on June 16, 2014

**Registration No. 333-**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**COOPER TIRE & RUBBER COMPANY**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**701 Lima Avenue**

**34-4297750**  
**(I.R.S. Employer**  
**Identification No.)**

**Findlay, Ohio 45840**

**(Address of Principal Executive Offices)**

**Cooper Tire & Rubber Company 2014 Incentive Compensation Plan**

**(Full title of the plan)**

**Stephen Zamansky, Esq.**

**Vice President, General Counsel and Secretary**

**Cooper Tire & Rubber Company**

**701 Lima Avenue**

**Findlay, Ohio 45840**

**(Name and address of agent for service)**

**(419) 423-1321**

**(Telephone number, including area code of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

#### **CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration Fee</b>
Common Stock, \$1.00 par value per share	3,000,000	\$29.30	\$87,900,000.00	\$11,321.52

- (1) This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Cooper Tire & Rubber Company Common Stock, \$1.00 par value per share, as may be issuable pursuant to future stock dividends, stock splits, or similar transactions, pursuant to Rule 416 of the Securities Act of 1933.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933 solely for the purpose of computing the registration fee, based on the average of the high and low prices reported for a share of Common Stock, \$1.00 par value per share, on the New York Stock Exchange on June 12, 2014, a date that is within five business days prior to filing.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information concerning the Cooper Tire & Rubber Company 2014 Incentive Compensation Plan specified in Part I will be sent or given to plan participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have previously been filed by Cooper Tire & Rubber Company (the Registrant) with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934 (the Exchange Act), are incorporated by reference herein and shall be deemed to be a part hereof:

1. The Registrant's Annual Report on Form 10-K (File No. 001-04329) for the fiscal year ended December 31, 2013.
2. The Registrant's Quarterly Reports on Form 10-Q (File No. 001-04329) for the quarters ended September 30, 2013 and March 31, 2014.
3. The Registrant's Current Reports on Form 8-K (File No. 001-04329) filed with the Commission on January 31, 2014, February 28, 2014, March 14, 2014, May 2, 2014, May 15, 2014 and May 29, 2014.
4. The description of the Registrant's Common Stock set forth in the registration statement filed with the Commission under Section 12 of the Exchange Act, including any amendment or report filed with the Commission for the purpose of updating the description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the General Corporation Law of the State of Delaware authorizes indemnification of directors, officers, and employees of Delaware corporations. Article Tenth of the Registrant's restated certificate of incorporation, as amended, limits the liability of directors of the Registrant for breach of duty to the fullest extent permitted by Delaware law, but does not eliminate or limit the liability of a director for any act or omission

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occurring prior to the effectiveness of such provision. Article VII of the Registrant's bylaws, as amended, (i) authorizes the indemnification of directors and officers (the Indemnitees) under specified circumstances to the fullest extent authorized by the General Corporation Law of the State of Delaware, (ii) provides for the advancement of expenses to the Indemnitees for defending any proceedings related to the specified circumstances, and (iii) authorizes the Registrant to maintain certain policies of insurance to protect itself and any of its directors, officers, or employees. The Registrant currently maintains policies of insurance under which the directors and officers of the Registrant are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

The Registrant has also entered into indemnification agreements with each of its current directors and certain of its executive officers (the Indemnified Person). Generally, each indemnification agreement provides that the Registrant will indemnify the Indemnified Person to the fullest extent permitted or required by Delaware law. An Indemnified Person is not entitled to indemnification for any claim initiated by the Indemnified Person against the Registrant or any Registrant director or officer unless the Registrant has joined in or consented to such claim. The Registrant will advance certain expenses to an Indemnified Person prior to the final disposition of certain claims against the Indemnified Person only if the Indemnified Person executes and delivers to the Registrant an undertaking to repay any advanced amounts if he or she is ultimately determined to be not entitled to indemnification under the Indemnification Agreement. In certain situations, an Indemnified Person will be required to meet certain statutory standards of conduct in order to be indemnified by the Registrant under the indemnification agreement. Pursuant to the indemnification agreements, the Registrant has agreed to refrain from amending its restated certificate of incorporation, as amended, or bylaws, as amended, to diminish the Indemnified Persons' rights to indemnification provided by the Indemnification Agreements or other indemnity provisions. The Registrant has also agreed to use commercially reasonable efforts to maintain a minimum level of directors' and officers' liability insurance coverage for the Indemnified Persons.

The above discussion of the General Corporation Law of the State of Delaware, the Registrant's restated certificate of incorporation, as amended, and bylaws, as amended, and the indemnification agreements is not intended to be exhaustive and is qualified in its entirety by such statute, certificate of incorporation, bylaws and indemnification agreements.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
3.1	Restated Certificate of Incorporation of Cooper Tire & Rubber Company, as amended and filed with the Secretary of State of Delaware on May 4, 2010 (incorporated herein by reference to Exhibit 3(i) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 (File No. 001-04329))
3.2	Bylaws, as amended as of May 4, 2010 (incorporated herein by reference to Exhibit 3(ii) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 (File No. 001-04329))

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- 23.1\* Consent of Ernst & Young LLP, independent registered public accounting firm
- 24.1\* Power of Attorney of Roy V. Armes, Bradley E. Hughes and Robert W. Huber
- 24.2\* Power of Attorney of Thomas P. Capo
- 24.3\* Power of Attorney of Steven M. Chapman

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<b>Exhibit Number</b>	<b>Exhibit Description</b>
24.4*	Power of Attorney of John J. Holland
24.5*	Power of Attorney of John F. Meier
24.6*	Power of Attorney of John H. Shuey
24.7*	Power of Attorney of Richard L. Wambold
24.8*	Power of Attorney of Robert D. Welding

\* Filed herewith.

**Item 9. Undertakings**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time will be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange

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Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the

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registration statement will be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Findlay, State of Ohio, on June 13, 2014.

**COOPER TIRE & RUBBER COMPANY**

By: /s/ Bradley E. Hughes  
 Name: Bradley E. Hughes  
 Title: Vice President, Chief Financial Officer  
 and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated

<b>Signature</b>	<b>Title</b>	
	Chairman of the Board, Chief Executive Officer, President and Director	
/s/ Roy V. Armes Roy V. Armes	(Principal Executive Officer)	June 13, 2014
	Vice President, Chief Financial Officer and Treasurer	
/s/ Bradley E. Hughes Bradley E. Hughes	(Principal Financial Officer)	June 13, 2014
	Director of External Reporting	
/s/ Robert W. Huber Robert W. Huber	(Principal Accounting Officer)	June 13, 2014
* Thomas P. Capo	Director	June 13, 2014
* Steven M. Chapman	Director	June 13, 2014
* John J. Holland	Director	June 13, 2014

John F. Meier	*	Director	June 13, 2014
John H. Shuey	*	Director	June 13, 2014

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<b>Signature</b>	<b>Title</b>	
* Richard L. Wambold	Director	June 13, 2014
* Robert D. Welding	Director	June 13, 2014

\* The undersigned, by signing his name hereto, does sign and execute this registration statement on Form S-8 pursuant to a Power of Attorney executed by the above-named officers and Directors of the registrant and filed with the Securities and Exchange Commission on behalf of such officers and Directors.

By: /s/ Stephen Zamansky  
Stephen Zamansky, Esq., Attorney-in-fact

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