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

**AMENDMENT NO. 2
TO
SCHEDULE 14D-9
(Rule 14d-101)**

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

TOWER INTERNATIONAL, INC.
(Name of Subject Company)

TOWER INTERNATIONAL, INC.
(Name of Person Filing Statement)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

891826109
(CUSIP Number of Class of Securities)

**James C. Gouin
Chief Executive Officer and President
Tower International, Inc.
17672 Laurel Park Drive North, Suite 400E
Livonia, Michigan 48152
(248) 675-6000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

With copies to:

**Peter H. Ehrenberg, Esq.
Kate Basmagian, Esq.
Robert Bee, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 262-6700**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 (this “*Amendment*”) to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “*Schedule 14D-9*”), initially filed by Tower International, Inc., a Delaware corporation (“*Tower*”), with the U.S. Securities and Exchange Commission on August 15, 2019, relating to the tender offer by Tiger Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Autokiniton US Holdings, Inc., a Delaware corporation, to purchase all of the outstanding shares of Tower’s Common Stock (the “*Shares*”) at a purchase price of \$31.00 per Share, net to the seller in cash, without interest and subject to any required tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 15, 2019 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”), and the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “*Letter of Transmittal*” and, together with the Offer to Purchase, the “*Offer*”).

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as set forth below.

Item 4. *The Solicitation or Recommendation.*

Item 4 of the Schedule 14D-9 is hereby amended and supplemented as follows:

The following sentences are hereby added immediately after the last sentence of the second paragraph under the heading “*Certain Unaudited Prospective Financial Information*” of the Schedule 14D-9:

“Revenue projections include business already booked by the Company, replacement business which is business that is currently running and that the Company expects to be awarded on the next generation OEM platform, and new business that Company is targeting to win. For the Initial Company Projections, the booked and replacement business represents the following percentages of total projected revenues: 100%, 100%, 96%, and 90% for the 2019, 2020, 2021 and 2022 periods, respectively. For the Updated Company Projections, the booked and replacement business represents the following percentages of total projected revenues: 100%, 100%, 98%, 96%, and 95% for the 2019, 2020, 2021, 2022 and 2023 periods, respectively.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

TOWER INTERNATIONAL, INC.

By: /s/ James C. Gouin

Name: James C. Gouin

Title: Chief Executive Officer and President

Date: August 21, 2019