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

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.
(Names of Persons Filing Statement)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

891826109
(CUSIP Number of Class of Securities)

James C. Gouin
Chief Executive Officer
17672 Laurel Park Drive North Suite 400 E
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.
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 Schedule 14D-9 filing consists of the following communications related to the proposed acquisition of Tower International, Inc. a Delaware corporation (the “Company”), by Autokiniton US Holdings, Inc., a Delaware corporation (“Parent”), and Tiger Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), pursuant to the terms of the Agreement and Plan of Merger dated as of July 12, 2019 (the “Merger Agreement”), among the Company, Merger Sub and Parent:

- The information set forth under Items 1.01, 5.03, 8.01 and 9.01 of a Current Report on Form 8-K filed by the Company on July 12, 2019 (including all exhibits attached thereto) is incorporated herein by reference.
- The information set forth under Items 5.02 and 9.01 of a Current Report on Form 8-K filed by the Company on July 12, 2019 (including all exhibits attached thereto) is incorporated herein by reference.
- Exhibit 99.1—Press Release, dated July 12, 2019, announcing the execution of the Merger Agreement.
- Exhibit 99.2—CEO’s email to the Company’s colleagues, dated July 12, 2019.

Forward-Looking Statements

This document contains forward-looking information related to the Company, Parent and the proposed acquisition. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. All of the statements in this document, other than historical facts, are forward-looking statements and are based on a number of assumptions that could ultimately prove inaccurate. Forward-looking statements in this document include, among other things, statements with respect to the anticipated timing of the completion of the proposed acquisition and its potential benefits, as well as Parent’s plans, expectations and intentions and projected business, results of operations and financial condition. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, the Company’s actual results may differ materially from its expectations or projections. The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements: (1) risks related to the satisfaction of the conditions to closing the proposed acquisition in the anticipated timeframe or at all, including uncertainties as to how many Shares will be tendered in the Offer and the possibility that the acquisition does not close, (2) the possibility that alternative acquisition proposals will be made, (3) the possibility that the Company will terminate the Merger Agreement to enter into an alternative business combination, (4) the possibility that various closing conditions may not be satisfied and required regulatory approvals may not be obtained, (5) the risk that the Merger Agreement may be terminated in circumstances requiring the Company to pay a termination fee, (6) the risk of litigation and regulatory actions related to the proposed acquisition, which may delay the proposed acquisition, and (7) risks regarding the failure to obtain the necessary financing to complete the proposed acquisition. Other factors that could cause actual results to differ materially from those matters expressed in or implied by such forward-looking statements are set forth under “Risk Factors” in the Company’s most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q, the Schedule TO and other tender offer documents to be filed by Parent and its affiliates, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by the Company. The Company’s filings with the United States Securities and Exchange Commission (the “SEC”) are available publicly on the SEC’s website at www.sec.gov, or on the Company’s website at <https://towerinternational.com/> under the “Investors” section. All such forward-looking statements speak only as of the date they are made. Except as required by law or regulation, the Company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, circumstances or otherwise.

Additional Information

The Offer described herein has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any Shares or any other securities of the Company. On the commencement date of the Offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the SEC by Parent and Merger Sub, and promptly thereafter a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by the Company. The offer to purchase Shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER**

TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS OF THE COMPANY ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Parent's information agent.



Autokiniton Global Group to Acquire Tower International for \$31 Per Share in Cash

NEW BOSTON, Mich. and LIVONIA, Mich., July 12, 2019 – Autokiniton Global Group (“AGG”), a leading North American supplier of metal-formed components and complex assemblies to the automotive industry, and Tower International, Inc. (NYSE: TOWR), a leading manufacturer of engineered automotive structural metal components and assemblies, today announced they have entered into a definitive agreement for AGG to acquire Tower for \$31 per share in cash. AGG is a portfolio company of KPS Capital Partners (“KPS”), a leading global private equity firm with over \$5.0 billion of assets under management.

The all-cash transaction represents a 70% premium to Tower’s closing stock price on July 11, 2019. Including Tower’s debt and pension related liabilities, the total value of the transaction is approximately \$900 million.

“We are extremely pleased to reach agreement with AGG on a mutually beneficial transaction that creates substantial value for Tower stockholders, customers and colleagues. Tower stockholders benefit from an immediate share price premium,” said Tower President and CEO Jim Gouin. “Tower customers will benefit from the expanded product offering and manufacturing footprint of Tower and AGG. Finally, Tower colleagues will benefit by becoming a part of a combined entity which will be a more competitive North American supplier with a complementary manufacturing footprint and lightweighting technologies that uniquely position it for continued profitable growth.”

“The acquisition of Tower will significantly enhance AGG’s position as a leading North American manufacturer of metal formed components for the automotive industry,” said AGG CEO George Thanopoulos. “The combination of these two companies creates synergistic value by lowering overall cost, significantly broadening our product offerings and diversifying our customer base. We are excited to bring Tower’s world-class products, well-positioned facilities and highly-skilled workforce into AGG. Following the transaction, AGG will remain conservatively capitalized, with capital resources to fund product-focused research and development, technology and significant organic growth. AGG remains committed to providing our current and future customers with world-class product quality and customer service.”

The transaction is anticipated to close in September or October of 2019.

Terms of the Transaction

Under the terms of the definitive merger agreement, AGG will commence a tender offer no sooner than August 14, 2019 and no later than August 19, 2019 to acquire all of the outstanding shares of common stock of Tower for \$31.00 per share in cash. The tender offer will be subject to customary

closing conditions, including the tender of at least a majority of the outstanding shares of Tower common stock and the expiration or early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Following the closing of the tender offer, a wholly-owned subsidiary of AGG will merge with and into Tower (the “Merger”), with each share of Tower common stock that has not been tendered being converted into the right to receive the same \$31.00 per share in cash offered in the tender offer.

The definitive agreement includes a 35 day “go-shop” period, which permits Tower’s Board and financial advisor to actively initiate, solicit and consider alternative acquisition proposals. Tower will have the right to terminate the merger agreement to accept a superior proposal subject to the terms and conditions of the merger agreement. There can be no assurance that this 35 day “go-shop” will result in a superior proposal, and Tower does not intend to disclose developments with respect to the solicitation process unless and until the Board makes a determination requiring further disclosure.

Tower will file its quarterly report on Form 10-Q reporting its second quarter financial results but does not intend to host a quarterly earnings call. Additionally, Tower has agreed to forego paying dividends through the consummation of the transaction.

J.P. Morgan Securities LLC is serving as exclusive financial advisor for Tower and rendered a fairness opinion. Houlihan Lokey Capital, Inc. provided an additional fairness opinion for Tower. Lowenstein Sandler LLP is serving as the legal advisor to Tower. Goldman Sachs & Co. and Bank of America Merrill Lynch, are serving as the financial advisors for AGG and Paul, Weiss, Rifkind, Wharton & Garrison LLP is serving as the legal advisor to AGG.

About Tower

Tower International, Inc. is a leading manufacturer of engineered automotive structural metal components and assemblies primarily serving original equipment manufacturers. Tower offers automotive customers a broad product portfolio, supplying body-structure stampings, frame and other chassis structures, and complex welded assemblies for small and large cars, crossovers, pickups, and sport utility vehicles. Headquartered in Livonia, Michigan, Tower has approximately 5,700 colleagues and 2018 full-year revenue of \$1.6 billion. Tower’s manufacturing is conducted in 14 manufacturing facilities strategically located throughout the United States, Mexico, and Brazil. These facilities are supported by five engineering and sales locations throughout the world.

About Autokinton Global Group

AGG is a leading North American supplier of metal-formed components and complex assemblies to the automotive industry. AGG manufactures body structures, interiors, closures, thermal management components, and chassis components. Headquartered in New Boston, Michigan, AGG has a product portfolio that is well-positioned for key automotive trends, including electrification, lightweighting, emission reduction regulations and increased cross over utility vehicle/sport utility vehicle (CUV/SUV) penetration. AGG maintains long-standing relationships with its blue-chip customers including General Motors, Ford, Nissan, Fiat Chrysler Automobiles, Honda, Tesla and BMW.

About KPS Capital Partners

KPS, through its affiliated management entities, is the manager of the KPS Special Situations Funds, a family of investment funds with approximately \$5.0 billion of assets under management (as of March 31, 2019). For over two decades, the Partners of KPS have worked exclusively to

realize significant capital appreciation by making controlling equity investments in manufacturing and industrial companies across a diverse array of industries, including basic materials, branded consumer, healthcare and luxury products, automotive parts, capital equipment and general manufacturing. KPS creates value for its investors by working constructively with talented management teams to make businesses better, and generates investment returns by structurally improving the strategic position, competitiveness and profitability of its portfolio companies, rather than primarily relying on financial leverage. The KPS Funds' portfolio companies currently have aggregate annual revenues of approximately \$6.8 billion, operate over 100 manufacturing facilities in 28 countries, and have nearly 25,000 employees, directly and through joint ventures worldwide. The KPS investment strategy and portfolio companies are described in detail at www.kpsfund.com.

Forward-Looking Statements

This document contains forward-looking information related to Tower, AGG and the proposed acquisition. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. All of the statements in this press release, other than historical facts, are forward-looking statements and are based on a number of assumptions that could ultimately prove inaccurate. Forward-looking statements in this press release include, among other things, statements with respect to the anticipated timing of the completion of the proposed acquisition and its potential benefits, as well as AGG's plans, expectations and intentions and projected business, results of operations and financial condition. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, Tower's actual results may differ materially from its expectations or projections. The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements: (1) risks related to the satisfaction of the conditions to closing the proposed acquisition in the anticipated timeframe or at all, including uncertainties as to how many shares of Tower's common stock will be tendered in the tender offer and the possibility that the acquisition does not close, (2) the possibility that alternative acquisition proposals will be made, (3) the possibility that Tower will terminate the Merger Agreement to enter into an alternative business combination, (4) the possibility that various closing conditions may not be satisfied and required regulatory approvals may not be obtained, (5) the risk that the Merger Agreement may be terminated in circumstances requiring Tower to pay a termination fee, (6) the risk of litigation and regulatory actions related to the proposed acquisition, which may delay the proposed acquisition, and (7) risks regarding the failure to obtain the necessary financing to complete the proposed acquisition. Other factors that could cause actual results to differ materially from those matters expressed in or implied by such forward-looking statements are set forth under "Risk Factors" in Tower's most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q, the Schedule TO and other tender offer documents to be filed by AGG and its affiliates, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by Tower. Tower's filings with the United States Securities and Exchange Commission (the "SEC") are available publicly on the SEC's website at www.sec.gov, or on Tower's website at <https://towerinternational.com/> under the "Investors" section. All such forward-looking statements speak only as of the date they are made. Except as required by law or regulation, Tower undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, circumstances or otherwise.

Additional Information

The tender offer described herein has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any shares or any other securities of Tower. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the SEC by AGG and its subsidiary, and promptly thereafter a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by Tower. The offer to purchase shares of Tower common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS OF TOWER ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.** Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to AGG's information agent.

Tower Contact:

Derek Fiebig
VP Investor Relations and Corporate Communications
(248) 675-6457
fiebig.derek@towerinternational.com

Amy Perrin
Manager Investor Relations
(248) 675-6415
perrin.amy@towerinternational.com

AGG Contact for Media Relations:

Mark Semer or Daniel Yunger +1 212 521 4800

Tower Colleagues:

I am pleased to share with you some very exciting news about the future of Tower. Moments ago, we announced an agreement for our company to be acquired by Autokiniton Global Group “AGG”. Upon completion of this transaction, we will become a private company and our stock will no longer be listed on the New York Stock Exchange. The press release we issued is attached.

I realize you may have questions so I wanted to give you some insight into what this means for you, how we got here and what comes next. This early in the process I’m sure there are many questions on your minds that we do not yet have the answers to. However, we are committed to communicate with you on matters when we are able to.

Right now, nothing changes from a day-to-day operational perspective. We must remain committed to our excellent program execution and focus on safety, quality and taking care of our customers while controlling costs. The outstanding job by the Tower team over the years has allowed us to generate cash flow and support our three pillars of capital deployment: profitable growth above the industry, leverage reduction and return of capital to shareholders. Although we have delivered great results, our performance has not been recognized in the value of our stock price. As the CEO of a publicly traded company, I along with the Tower Board have a fiduciary responsibility to our shareholders.

AGG approached us because they recognize and appreciate the value of Tower; namely our products, facilities and importantly our highly-skilled workforce. As AGG’s CEO George Thanopoulos stated in today’s release, “The combination of these two companies creates synergistic value by lowering overall cost, significantly broadening our product offerings and diversifying our customer base. We are excited to bring Tower’s world-class products, well-positioned facilities and highly-skilled workforce into AGG. Following the transaction, AGG will remain conservatively capitalized, with capital resources to fund product-focused research and development, technology and significant organic growth. AGG remains committed to providing our current and future customers with world-class product quality and customer service.”

After careful consideration, I along with our Board of Directors concluded that this transaction presents tremendous value and is in the best interests of Tower, our colleagues and our stockholders and we unanimously approved the transaction.

It’s important to note that today’s announcement is just the first step in the process. Under the terms of the agreement there will be a 35 day “go-shop” period which permits our Board and our financial advisors to solicit and consider alternative acquisition proposals. In addition, regulatory approvals must be received and stockholders must decide to tender their shares as part of the transaction. We expect the transaction to close in September or October of this year.

Earlier this morning I hosted a call with senior management to discuss today’s announcement and our need to remain focused on safety, quality, performance and taking care of our customers. Next week we will host an all-colleague meeting AGG’s CEO with George Thanopolous at our headquarters in Livonia. An invitation for the event will be sent under separate cover.

Finally, this news may generate attention from external audiences. Should you receive any inquiries, please direct them to Derek Fiebig (248) 675-6457.

Additional Information

The tender offer described herein has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any shares or any other securities of Tower. On the commencement date of the tender offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the SEC by AGG and its subsidiary, and promptly thereafter a solicitation/recommendation statement on Schedule 14D-9 will be filed with the SEC by Tower. The offer to purchase shares of Tower common stock will only

be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WILL CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS OF TOWER ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT SUCH STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.** Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to AGG's information agent.

Forward-Looking Statements

This document contains forward-looking information related to Tower, AGG and the proposed acquisition. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. All of the statements in this press release, other than historical facts, are forward-looking statements and are based on a number of assumptions that could ultimately prove inaccurate. Forward-looking statements in this press release include, among other things, statements with respect to the anticipated timing of the completion of the proposed acquisition and its potential benefits, as well as AGG's plans, expectations and intentions and projected business, results of operations and financial condition. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, Tower's actual results may differ materially from its expectations or projections. The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements: (1) risks related to the satisfaction of the conditions to closing the proposed acquisition in the anticipated timeframe or at all, including uncertainties as to how many shares of Tower's common stock will be tendered in the tender offer and the possibility that the acquisition does not close, (2) the possibility that alternative acquisition proposals will be made, (3) the possibility that Tower will terminate the Merger Agreement to enter into an alternative business combination, (4) the possibility that various closing conditions may not be satisfied and required regulatory approvals may not be obtained, (5) the risk that the Merger Agreement may be terminated in circumstances requiring Tower to pay a termination fee, (6) the risk of litigation and regulatory actions related to the proposed acquisition, which may delay the proposed acquisition, and (7) risks regarding the failure to obtain the necessary financing to complete the proposed acquisition. Other factors that could cause actual results to differ materially from those matters expressed in or implied by such forward-looking statements are set forth under "Risk Factors" in Tower's most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q, the Schedule TO and other tender offer documents to be filed by [AGG] and its affiliates, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by Tower. Tower's filings with the United States Securities and Exchange Commission (the "SEC") are available publicly on the SEC's website at www.sec.gov, or on Tower's website at <https://towerinternational.com/> under the "Investors" section. All such forward-looking statements speak only as of the date they are made. Except as required by law or regulation, Tower undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, circumstances or otherwise.

Jim Gouin
President and CEO