
**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:

- Exhibit 99.1—2010 Equity Incentive Plan FAQ for the Company’s colleagues, dated August 5, 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.



**Tower International, Inc.
2010 Equity Incentive Plan**

Frequently Asked Questions

The following Q&As are intended to address certain questions our colleagues may have about the impact of the merger (the “Merger”) of Tower International, Inc. (“Tower”) with and into a wholly-owned subsidiary (“Merger Sub”) of Autokiniton Global Group (“AGG”) on outstanding stock options, restricted stock units and performance awards granted under the Tower International, Inc. 2010 Equity Incentive Plan (the “2010 Plan”). The Merger is expected to occur promptly after the consummation of a tender offer to be made by AGG with respect to Tower’s outstanding common stock for a price of \$31.00 per share.

Completion of the Merger is anticipated to occur later this year following a number of interim steps. For additional information about the Merger and the Agreement and Plan of Merger among Tower, AGG and Merger Sub (the “Merger Agreement”), please review the public filings for Tower at <https://www.sec.gov/edgar/searchedgar/companysearch.html>.

1. What will happen to my outstanding and unexercised stock options when the Merger occurs?

At the time when the Merger is consummated (the “Effective Time”), each stock option (an “Option”) in respect of shares of Tower common stock (“Shares”) granted under the 2010 Plan with an exercise price per Share that is less than \$31.00 and that is unexercised and outstanding immediately prior to the Effective Time, whether vested or unvested, will fully vest and be cancelled and converted automatically into the right to receive, no later than the first regularly scheduled payroll date that is at least five business days after the Effective Time, an amount in cash, without interest, equal to the product of (i) the amount by which \$31.00 exceeds the exercise price per Share of such Option and (ii) the total number of Shares subject to the Option, net of applicable tax withholding.

2. What will happen to my outstanding restricted stock units and the related dividend equivalent units when the Merger occurs?

At the Effective Time, each restricted stock unit (“RSU”) and any related dividend equivalent unit (“DEU”) in respect of Shares granted under the 2010 Plan that are outstanding immediately prior to the Effective Time will fully vest and be cancelled and converted automatically into the right to receive, no later than the first regularly scheduled payroll date that is at least five business days after the Effective Time, an amount in cash, without interest, equal to \$31.00 multiplied by the total number of Shares underlying each such RSU and DEU, net of applicable tax withholding.

3. What will happen to my outstanding performance awards when the Merger occurs?

At the Effective Time, each performance award (a “Performance Award”) granted under the 2010 Plan that is outstanding immediately prior to the Effective Time will be cancelled and converted automatically into the right to receive, within 60 days after the Effective Time, a cash payment (net of applicable tax withholding), equal to the amount that would be payable in respect of such Performance Award based on deemed performance achievement, prorated (unless you have an express contractual right to exclude proration) based on the number of completed calendar months elapsed during the performance period prior to the Effective Time.

Pursuant to the Merger Agreement, Performance Awards granted in 2017, 2018 and 2019 will be paid based on the following deemed levels of performance achievement: 2017: 200%; 2018: 200%; and 2019: 157%.

The following example assumes that the Effective Time occurs on September 27, 2019, and that proration applies:

<u>Year Granted</u>	<u>Amount Granted</u>	<u>Pro-ration period</u>	<u>Payout %</u>	<u>Gross Payout Amount (USD)</u>
2017	\$ 10,000	32/36	200%	\$ 17,778
2018	\$ 10,000	20/36	200%	\$ 11,111
2019	\$ 10,000	8/36	157%	\$ 3,489
			Total	\$ 32,378

4. **How will I receive payment?**

We anticipate that payments with respect to Options, RSUs, DEUs and Performance Awards will be facilitated via AST Financial, Tower's equity plan administrator and through Tower's local payroll systems. Further information will be provided as the Effective Time approaches.

5. **Am I able to sell Shares that I own or exercise my Options before the Effective Time?**

Provided that you are not in possession of any material non-public information, you are permitted to sell Shares that you own or acquire through exercise of vested Options prior to the Effective Time. As a reminder, designated company insiders are not permitted to sell Shares during a designated Tower "blackout period". If you have any questions regarding these restrictions, please contact Nanette Dudek at (248) 675-6091.

6. **Where can I view a summary of my outstanding 2010 Plan grants or view Shares (if any) being held in a managed shares account at AST Financial?**

To view a summary of your outstanding equity grants under the 2010 Plan or managed Shares held in a managed shares account at AST Financial, please visit www.astfinancial.com.

To contact the Customer Service Center by phone, call toll-free 866-665-2258 (from within the United States), or 718-921-8364 (from outside the United States). You can speak to a Customer Service Representative from 8:00 a.m. to 8:00 p.m. Eastern Time, Monday through Friday.

7. **Who can I contact at Tower if I have more questions about the 2010 Plan?**

Questions regarding the 2010 Plan may be directed to the Global Compensation Department, Laurie Nagbe (email: nagbe.laurie@towerinternational.com; phone: 248-675-6064).

The information contained in these FAQs is intended only as a brief explanation of the matters addressed. For complete details of the Merger, you should review the Merger Agreement and publicly available documents filed by Tower. The Merger Agreement and other public filings by Tower can be found at www.sec.gov/edgar/searchedgar/companysearch.html. In the event of any conflict between these FAQs and the Merger Agreement, the Merger Agreement controls.

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.