



Edgar Filing: STONERIDGE INC - Form 8-K

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 (see General Instruction A.2. below):

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 2.02 Results of Operations and Financial Condition.**

On March 2, 2017, Stoneridge, Inc. (the “Company”) issued a press release announcing its results for the fourth quarter and year ended December 31, 2016. A copy of the press release is attached hereto as Exhibit 99.1. On March 2, 2017, members of the Company’s management held a fourth quarter 2016 earnings conference call discussing the Company’s financial results and the presentation furnished herewith as Exhibit 99.2, accompanied management’s comments.

The press release contains certain non-GAAP financial measures Adjusted Net Income Attributable to Stoneridge, Inc. (“Adjusted Net Income”), Adjusted Earnings per Diluted Share from Continuing Operations Attributable to Stoneridge Inc. (“Adjusted EPS”) and Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”). Management believes that the presentation of the non-GAAP financial measures used in the press release and earnings conference call presentation are useful to both management and investors in their analysis of the Company’s financial position, results of operations and expected results of operations because the Adjusted Net Income, Adjusted EPS and EBITDA facilitates a period to period comparison of operating results by excluding significant unusual, non-recurring items in 2016. For 2016, these items relate to the release of the federal, certain state and foreign valuation allowances and business realignment expenses. EBITDA represents the sum of net income, interest, income taxes, depreciation and amortization. These non-GAAP measures, however, should not be considered in isolation or as a substitute for the most comparable GAAP measures. Investors are cautioned that non-GAAP financial measures utilized by the Company may not be comparable to non-GAAP financial measures used by other companies. Adjusted Net Income, Adjusted EPS and EBITDA should not be considered a substitute for Net Income or Earnings Per Share prepared in accordance with GAAP.

**ITEM 7.01 Regulation FD Disclosure.**

The information set forth in Item 2.02 above is hereby incorporated herein by reference.

The information in this report, including the press release and earnings conference call presentation furnished as Exhibits 99.1 and 99.2 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. In addition, the exhibits furnished herewith contain statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibits.

**ITEM 9.01 Financial Statements and Exhibits.**

(d)Exhibits

Exhibit No.	Description
99.1	Press release dated March 2, 2017, announcing results for the fourth quarter and year ended December 31, 2016.
99.2	Fourth quarter and full-year 2016 earnings conference call presentation dated March 2, 2017.

**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.

**Stoneridge, Inc.**

Date: March 2, 2017 /s/ Robert R. Krakowiak

Robert R. Krakowiak, Chief Financial Officer and Treasurer

(Principal Financial Officer)

Exhibit Index

99.1 Press release dated March 2, 2017, announcing results for the fourth quarter and year ended December 31, 2016.

99.2 Fourth quarter and full-year 2016 earnings conference call presentation dated March 2, 2017.