INTERNET GOLD GOLDEN LINES LTD
Form 6-K
June 18, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

F O R M 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of June 2018

INTERNET GOLD-GOLDEN LINES LTD.

(Name of Registrant)

2 Dov Friedman Street, Ramat Gan 5250301, Israel

(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F **Form 40-F**

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- __________

Internet Gold-Golden Lines Ltd.

EXPLANATORY NOTE

The following exhibit is attached:

99.1 Request by Eurocom to Convene a Special Meeting of Shareholders

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SIGNATURE

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, thereunto duly authorized.

INTERNET
GOLD-GOLDEN LINES
LTD.
(Registrant)

By /s/ Doron Turgeman
Doron Turgeman
Chief Executive Officer

Date: June 15, 2018

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Request by Eurocom to Convene a Special Meeting of Shareholders

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="bottom">					$6,000	$353,600
President and Chief Executive Officer						
	2013	245,675	78,900		6,000	330,570
Thomas R. McGuire						
	2014	$224,437	$	$	$6,000	$230,437
Executive Chairman						
	2013	222,650	39,500		6,000	268,150
Sandra A. Knell,						
	2014	$206,000	$48,800	$	$	$254,800
Executive Vice President & Chief Financial Officer						
	2013	202,435	39,500			241,935

(1) For the year ended December 31, 2014, the Compensation Committee adopted a stock incentive program pursuant to which it granted 40,000 and 20,000 performance-contingent restricted shares to Mr. Musbach and Ms. Knell, respectively. The vesting of those restricted shares was conditioned on the achievement by the Company of an annual financial performance goal for each of the years ended December 31, 2014, 2015 and 2016, respectively. The respective fair values of these restricted share grants, set forth in this column, were computed in accordance with FASB ASC Topic 718 (ASC 718), which requires those fair values to be determined based on the probable outcome, as of the date on which those grants were made, of the performance conditions that were required to be met for those restricted shares to vest. Based on an assessment that it was probable that the Company would achieve two of the three annual financial performance conditions, it was determined that the grant date fair values of the restricted shares granted to Mr. Musbach and Ms. Knell in 2014

were $97,600 and $48,800, respectively. If, instead, achievement of all of the performance goals had been determined to be probable, then, the grant date fair values of those restricted shares would have been $146,400 and $73,200, respectively. The financial performance goal established under this program for 2014 was not achieved and, as a result, one-third of the restricted shares granted to Mr. Musbach and Ms. Knell under this program were forfeited. As a result, the maximum numbers of restricted shares which they can still earn under this program are 26,667 and 13,334 shares, respectively, but only if the Company achieves the financial performance goals for both 2015 and 2016. Mr. McGuire did not participate in, and therefore did not receive a grant of restricted shares under this program. See EXECUTIVE COMPENSATION - *Performance Based Compensation - Equity Incentive Awards* above for additional information regarding this program.

(2) The Compensation Committee adopted a similar stock incentive program for 2013, pursuant to which it granted 40,000 restricted shares to Mr. Musbach and 20,000 restricted shares to each of Mr. McGuire and Ms. Knell. The vesting of those restricted shares was conditioned on the achievement by the Company of an annual financial performance goal for each of the years ended December 31, 2013, 2014 and 2015, respectively. The respective fair values of those restricted shares, determined as of the date on which those three grants were made, in accordance with ASC 718, were, as set forth in this column, $78,900, $39,500 and $39,500, respectively. If achievement of all of the performance goals under this program had been determined to be probable, then, the grant date fair values of the restricted shares granted to Mr. Musbach, Mr. McGuire and Ms. Knell would have been $118,400 and $59,200 and $59,200, respectively. However, the financial performance goals under this program for 2013 and 2014 were not achieved. As a result, two-thirds of the restricted shares granted to Mr. Musbach, Mr. McGuire and Ms. Knell under this program have been forfeited, leaving Mr. Musbach with 13,334 restricted shares and Mr. McGuire and Ms. Knell with 6,667 restricted shares each, the vesting of which is conditioned on the Company s achievement of the financial performance goal established for 2015.

(3) Although the Compensation Committee adopted a performance contingent cash bonus plan for the year ended December 31, 2014, the threshold performance goal was not achieved and, as a result, none of the NEOs received any cash or other non-equity incentive compensation awards for 2014. See EXECUTIVE COMPENSATION - *Performance Based Compensation - 2014 Cash Incentive Plan* above for additional information regarding this plan.

(4) The other compensation received by Messrs. Musbach and McGuire in 2014 and 2013 consisted solely of automobile allowances to reimburse them for the expenses they incurred in using their personal automobiles on Company business.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding unexercised options and restricted stock awards that have been granted to our NEOs and were outstanding as of December 31, 2014.

	Stock Option Awards Outstanding at December 31, 2014					Restricted Share Awards Outstanding at December 31, 2014		
		Number of Shares underlying Unexercised Stock Options						
Names	Grant Dates	Exercisable	Not Yet Exercisable	Option Exercise Price($)(1)	Expiration Date(2)	Grant Dates	Number of Shares Not Yet Vested(#)	Market Value of Shares Not Yet Vested($)(3)
James Musbach						3/15/11	14,000(4)	$ 45,360
						3/27/12	13,334(5)	43,202
						5/21/13	13,334(6)	43,202
						3/18/14	26,667(7)	86,401
Thomas R. McGuire						3/15/11	7,000(4)	$ 22,680
						3/27/12	3,334(5)	10,802
						5/21/13	6,666(6)	21,598
Sandra A. Knell	2/17/05	5,000		$ 7.29	2/17/15			
						3/15/11	7,000(4)	$ 22,680
						3/27/12	6,666(5)	21,598
						5/21/13	6,666(6)	21,598
						3/18/14	13,333(7)	43,199

(1) This option grant was made at an exercise price equal to 100% of the closing price per share of our common stock on the date of grant as reported on the NYSE MKT.

(2) The term of the option award was 10 years from its grant date. The option was not exercised prior to its expiration date and, as a result, terminated automatically on February 17, 2015.

(3) The market value of restricted share awards that had not yet vested as of December 31, 2014 was determined by multiplying the number of shares subject to each award by $3.24, which was the closing price, as reported by the NYSE MKT, of the Company s common stock on the last trading day of 2014.

(4) These restricted shares vest, subject to the continued employment of the NEO, in two annual installments, each with respect to 50% of the restricted shares, commencing on the third anniversary of the date of grant.

(5) Each of these restricted share awards vests, subject to the continued service of the NEO with the Company, in three annual installments of 33.3%, each, of the restricted shares granted, commencing on the first anniversary of the date of grant.

(6) These restricted shares were to vest in three annual installments of 33.3% each of the restricted shares granted, commencing on the first anniversary of the date of grant, subject to (i) the achievement by the Company of a pre-tax earnings goal and (ii) the continued service of the NEO with the Company. The first third of these shares were forfeited at December 31, 2013 and the second third were forfeited at December 31, 2014, because the

Company failed to achieve the pre-tax earnings goals established by the Compensation Committee for those years. Vesting of the remaining one-third of these restricted shares is dependent on the Company s achievement of a pretax earnings goal established by the Compensation Committee for 2015.

(7) These restricted shares vest, subject to performance goals and continued employment of the NEO, in three annual installments, each with respect to 33.3% of the restricted shares, commencing on the first anniversary of the date of grant. The first third of these shares were forfeited at December 31, 2014, because the Company failed to achieve the performance goal for that year.

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Option Exercised and Restricted Shares Vested in 2014

The table below presents information about stock options exercised by the NEOs and the number and the value of the NEOs stock awards that became vested during the 2014 fiscal year.

	Option Awards		Stock Awards	
NEOs:	**Number of Shares Acquired on Exercise**	**Value Realized on Exercise[1]**	**Number of Shares Acquired on Vesting**	**Value Realized on Vesting**
James Musbach	100,000	$ 234,000	27,333	$ 101,539
Thomas R. McGuire	20,000	$ 57,200	10,333	$ 38,369
Sandra A Knell		$	13,667	$ 50,771

(1) Represents the amount by which the respective market values of the shares of common stock underlying the options, as of the date of exercise, exceeded the exercise prices of those options.

(2) The market value of each NEO s vested shares was determined by multiplying the number of those shares by the closing price, as reported on the NYSE MKT, of the Company s common stock on the date of vesting.

Nonqualified Deferred Compensation Plans

We have not established any nonqualified deferred compensation programs for our NEOs or any other officers or employees.

CEO Employment Agreement and Potential Severance and Change of Control Payments

Employment Agreement with Mr. Musbach.

On July 22, 2013, the Company entered into an employment agreement with its President and Chief Executive Officer, James Musbach (the Employment Agreement). The term of the Agreement, which was to expire on December 31, 2014, was extended for an additional year ending on December 31, 2015.

Certain Material Employment Terms. Set forth below is a summary of the material terms of the Employment Agreement. However, this summary is not intended to be complete and is qualified in its entirety by reference to the Employment Agreement, which is incorporated herein by this reference from Exhibit 10.99 to the Company s Current Report on Form 8-K dated July 22, 2013, filed with the Securities and Exchange Commission on July 24, 2013.

Salary and Benefits. The Employment Agreement provides for payment to Mr. Musbach of a base salary of $250,000 per year, which was unchanged from his base annual salary that had been in effect since March 1, 2013. The Employment Agreement also entitles Mr. Musbach to participate in employee benefit programs that are generally made available to other full time employees and in cash bonus and stock incentive plans in which other executive officers are eligible to participate.

Effect of Expiration of Term of Employment Agreement. If the Employment Agreement expires on December 31, 2015, Mr. Musbach will continue to be employed, as an at-will employee of the Company, holding the position of

President and Chief Executive of the Company, in which case his employment will be terminable thereafter by him and by the Company, with or without cause. Therefore, in the event of any termination of Mr. Musbach s employment after expiration of the term of his Employment Agreement, the Company s sole obligation to Mr. Musbach under that Agreement would be to pay to Mr. Musbach any unpaid salary and any fully vested but unpaid employee benefits accrued to the effective date of such termination.

Early Termination of Employment. The Employment Agreement provides that if Mr. Musbach s employment is terminated, prior to the expiration of the term of the Employment Agreement (other than as a result of or in connection with a change of control of the Company), either by the Company without cause or by Mr. Musbach due to certain actions taken by the Company that adversely affect his position as CEO (each of such actions, a Good Reason Event), Mr. Musbach would be entitled to receive a lump sum severance payment in an amount equal to the lesser of (i) one year s salary, at the annual rate then in effect, or (ii) the salary he would have been paid during what would have been the then remaining term of the Employment Agreement had there been no such termination of employment, and all accrued or fully vested but unpaid benefits. If Mr. Musbach s employment is terminated by the Company for Cause (as defined in the Employment Agreement) or due Mr. Musbach s death or disability, then the Company s sole obligation will be to pay to Mr. Musbach (or, in the event of his death, to his heirs) any then accrued but unpaid salary and benefits to the date of such termination of employment.

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Termination of Employment on or in connection with a Change of Control of the Company. If, during the term of the Employment Agreement a change of control of the Company (as defined in that Agreement) occurs, and Mr. Musbach s employment is terminated, on or within 12 months of the occurrence of the change of control, either by the Company or its successor, without Cause or by Mr. Musbach due to the occurrence of a Good Reason Event, Mr. Musbach would receive severance compensation consisting of (i) a lump sum payment in an amount equal to one year s annual base salary at the annual rate then in effect, (ii) the payment to him of his then accrued or fully vested but unpaid benefits, (iii) the payment or reimbursement by the Company thereafter of 50% of his COBRA health insurance premium, and (iv) the vesting of his then unvested options and restricted shares.

No Other Employment, Severance Compensation or Change of Control Agreements. We do not have any other employment, severance or change of control agreements with any of our other NEOs or other executive officers.

However, our stock incentive plans provide that, upon consummation of a change of control of the Company, all unvested options or restricted shares then outstanding, whether held by NEOs or other employees, will become vested unless the party acquiring control of the Company agrees to assume or substitute comparable equity incentives for those outstanding options on terms approved by the Company s Compensation Committee.

Director Compensation

Only non-employee directors receive compensation for service on the Board of Directors and Committees of the Board. In 2014, each non-employee director received a retainer of $8,000 per year for his service as member of the Board of Directors, payable in quarterly installments of $2,000 each, and a fee of $2,000 (i) for each Board meeting he attended and (ii) for each Committee meeting he attended on a date other than a date on which a Board meeting was held. Non-employee directors also are reimbursed for their out-of-pocket expenses incurred in attending those meetings.

On March 18, 2014, the Board of Directors appointed Thomas G. Faludy as the lead director of the Board. For the additional services he renders in that capacity, Mr. Faludy receives an additional retainer of $2,000 per quarter and an additional fee of $2,000 for his preparation for and attendance at each Board meeting. On the other hand, he receives the same committee meeting fees as other members of the Board committees on which he serves, which is $2,000 for each committee meeting attended on a day other than the date of a Board meeting.

Pursuant to the Company s stockholder-approved employee stock incentive plans, each year each non-employee director is automatically granted an option to purchase 2,000 shares of common stock at an exercise price that is equal to the per share closing price of the Company s shares on the date of grant, as reported by the NYSE MKT. These options become fully exercisable six months after the date of grant. Upon joining the Board, any new non-employee director is granted an option to purchase 2,000 shares, which becomes exercisable in full one year after the date of grant.

The following table sets forth, for each non-employee director, information regarding the cash compensation paid and the stock options granted for service on the Board and its Committees during 2014.

Names	Fees Earned or Paid in Cash(1)	Option Awards ($)(2)	All Other Compensation	Total

Leonard P. Danna	$	24,500	$	6,460	$	$ 30,960
Ben A. Frydman	$	24,500	$	6,460	$	$ 30,960
Robert S. Throop	$	24,500	$	6,460	$	$ 30,960
Thomas G. Faludy	$	52,000	$	6,460	$	$ 58,460

(1) Cash compensation earned by each director in 2014 for their service on the Board of Directors and its Committees.

(2) Amounts in this column represent the fair values of stock options granted to each director at their date of grant, determined in accordance with FASB ASC 718. The fair values of options were estimated using a binomial option valuation model which incorporates certain assumptions relating to a risk-free market interest rate, expected dividend yield of the Company s common stock, expected option life and expected volatility in the market value of the our common stock. For a complete description of the valuation methodology and the assumptions used in the estimation, please refer to Note E, STOCK INCENTIVE PLANS to the Company s consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of April 20, 2015, information regarding the ownership of the Company s outstanding shares of common stock by (i) each person known to management to own, beneficially or of record, more than five percent (5%) of the outstanding shares of our common stock, (ii) each director and each executive officer of the Company, and (ii) all of those directors and executive officers as a group. As of April 20, 2015, a total of 5,197,182 shares of our common stock were outstanding.

Name and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership[1]	Percent of Shares Outstanding[1]
JB Capital Partners, L.P. and Alan W. Weber 5 Evan Place Armonk, NY 10504	375,100[2]	7.2%
Robert E. Robotti Robotti & Company Incorporated 52 Vanderbilt Avenue New York, NY 10017	355,654[3]	6.8%
Dimensional Fund Advisors, LP 1299 Ocean Avenue Santa Monica, CA 90401	347,083[4]	6.7%
James Musbach 350 Woodview Avenue Morgan Hill, CA 95037	322,008[5]	6.2%
Thomas R. McGuire 350 Woodview Avenue Morgan Hill, CA 95037	321,700[6]	6.2%
Robert S. Throop	45,000[7]	*
John W. Casey[8]	43,000[7]	*
Ben A. Frydman	31,000[7]	*
Leonard P. Danna	20,000[7]	*
Thomas G. Faludy	4,000[7]	*
Sandra A. Knell	143,548[8]	2.8%
Dennis A. Castagnola	133,431[8]	2.6%
David A. Berger	104,217[8]	2.0%
All directors and executive officers as a group	1,124,904	21.4%

(10 persons)

* Less than 1%.

(1) Under SEC rules (i) a person is deemed to be the beneficial owner of shares if that person has, either alone or with others, the power to vote or dispose of those shares; and (ii) if a person holds options to purchase shares of our common stock, that person will be deemed to be the beneficial owner of the number of those shares that may be purchased by exercise of those options at any time during a 60 day period which, for purposes of this table, will end on June 20, 2015. The number of shares subject to options that are exercisable or may become exercisable during that 60-day period are deemed outstanding for purposes of computing the number of shares beneficially owned by, and the percentage ownership of, the person holding such options, but not for computing the percentage ownership of any other stockholder. Except as otherwise noted below, the persons named in the table have sole voting and dispositive power with respect to all shares shown as beneficially owned by them, subject to community property laws where applicable.

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(2) In a report filed with the SEC, JB Capital Partners, L.P. and Alan W. Weber, its general partner, reported that they share voting and dispositive power and, therefore, share beneficial ownership, with respect to 371,100 of these shares and that Mr. Weber is the sole beneficial owner of, with sole voting and dispositive power over, the other 4,000 shares. The report also states that each of JB Capital Partners and Mr. Weber disclaims beneficial ownership in the shares owned by the other, except to the extent of any pecuniary interest that such reporting person has in the shares of the other.

(3) According to a report filed by Robert E. Robotti with the SEC on December 5, 2014, of these 355,654 shares, Mr. Robotti shares voting and dispositive power with: (i) Robotti & Company, Incorporated as to 5,000 of these shares; (ii) Robotti & Company, LLC, as to 1,000 of these shares, (iii) Robotti Company Advisors LLC as to 329,654 of these shares; (iv) Kenneth R. Wasiak and Ravenswood Management Company, LLC as to 326,204 of these shares, (v) Ravenswood Investment Company, L.P. as to 206,453 of these shares, and (vi) Ravenswood Investments III, as to 119,751 of these shares. Mr. Robotti also reported that he may be deemed to share beneficial ownership of 20,000 shares with Suzanne Robotti, Mr. Robotti s wife, even though the report states that Suzanne Robotti holds sole voting and dispositive power with respect to those 20,000 shares. However, the report also states that each of the above-named persons and entities disclaims beneficial ownership of the shares held by each of the other named persons and entities.

(4) Dimensional Fund Advisors, LP (DFA) is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940. According to a report filed by DFA with the SEC: (i) these 347,083 shares are owned by four investment companies registered under the Investment Company Act of 1940 and certain commingled group trusts and separate accounts, and (ii) in its capacity as investment advisor to those investment companies and investment manager of those trusts and accounts, DFA may possess voting and/or investment power with respect to these shares. However, in that report DFA disclaimed beneficial ownership of all of these shares.

(5) Includes 40,001 unvested restricted shares with respect to which Mr. Musbach has the power to vote, but over which Mr. Musbach does not have dispositive power.

(6) Includes 6,666 unvested restricted shares with respect to which Mr. McGuire has the power to vote, but over which he does not have dispositive power.

(7) Includes shares subject to outstanding stock options which are or may become exercisable at any time during the 60-day period ending June 20, 2015, as follows: Mr. Throop 20,000 shares; Mr. Frydman 20,000 shares, Mr. Danna 20,000 shares; and Mr. Faludy 4,000 shares.

(8) Includes unvested restricted shares with respect to which each such executive officer has voting power, but over which he or she (as the case may be) does not have dispositive power, as follows: Ms. Knell 19,999 shares; Mr. Castagnola 19,999 shares; and Mr. Berger 19,999 shares.

Information Regarding Equity Compensation Plans

The following table provides information as of December 31, 2014 relating to our equity compensation plans:

	Column A Number of Securities to be Issued on Exercise of Outstanding Options	Column B Weighted Average Exercise Price of Outstanding Options	Column C Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
	101,000	$ 5.31	372,332

Equity compensation plans approved by stockholders				
Equity compensation plans not approved by stockholders				
	101,000	$	5.31	372,332

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Since the beginning of fiscal 2013, the Company has not engaged in any transactions or any series of related transactions in which any executive officer or director of the Company or any 5% stockholder, or any member of the immediate family or any affiliates of any of the foregoing persons, had any direct or indirect material interest, nor are there any such transactions currently contemplated by the Company.

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ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The accounting firm of Burr Pilger Mayer, Inc. (Burr Pilger) served as the Company s independent registered public accounting firm for the years ended December 31, 2014 and 2013.

Audit and Other Services Rendered and Related Fees

Audit Services. During each of the years ended December 31, 2014 and 2013, Burr Pilger rendered audit services to us consisting of: (i) the annual audit of our consolidated financial statements for each of those years; and (ii) reviews of our interim consolidated financial statements that were included in our Quarterly Reports on Form 10-Q, filed with the SEC for the quarters ended March 31, June 30 and September 30, in each of those years, respectively. Fees paid for those audit services totaled $297,700 for 2014 and $283,760 for 2013.

Audit Related Fees. During 2014 and 2013 Burr Pilger did not provide any audit related services to us.

Other Fees. During 2014 and 2013, Burr Pilger did not provide any other services to us.

Audit Committee Pre-Approval Policy

The Audit Committee s policy is to pre-approve services to be performed by the Company s independent registered public accountants in the categories of audit services, audit-related services, tax services and other services. This policy is designed to ensure that the provision of any non-audit services does not impair the independence of the Company s registered public accounting firm. Additionally, the Audit Committee will consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this Amendment No. 1 on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

THE COAST DISTRIBUTION SYSTEM, INC.

Dated: April 30, 2015

By: /s/ SANDRA A. KNELL
Sandra A. Knell,
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 on Form 10K/A has been signed below by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ JAMES MUSBACH* James Musbach	President, Chief Executive Officer and Director (Principal Executive Officer)	April 30, 2015
/s/ THOMAS R. MCGUIRE* Thomas R. McGuire	Executive Chairman and Chairman of the Board of Directors	April 30, 2015
/s/ SANDRA A. KNELL Sandra A. Knell	Executive Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)	April 30, 2015
/s/ JOHN W. CASEY* John W. Casey	Director	April 30, 2015
/s/ LEONARD P. DANNA* Leonard P. Danna	Director	April 30, 2015
/s/ BEN A. FRYDMAN* Ben A. Frydman	Director	April 30, 2015
/s/ ROBERT S. THROOP* Robert S. Throop	Director	April 30, 2015
/s/ THOMAS G. FALUDY* Thomas G. Faludy	Director	April 30, 2015

*By: /s/ SANDRA A. KNELL

Sandra A. Knell, Attorney-in-Fact April 30, 2015

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INDEX TO EXHIBITS

Exhibit No.	Description of Exhibits
3.1A	Certificate of Incorporation as filed with the Delaware Secretary of State on July 1, 1997 and as in effect since that date (incorporated by reference to Exhibit B to the Company s definitive Proxy Statement filed with the SEC on July 3, 1997).
3.4	Second Amended and Restated Bylaws of the Company effective as of February 6, 2015 (Incorporated by reference to the Exhibit 3.4 to the Company s Current Report on Form 8-K dated February 6, 2015).
10.31*	1993 Stock Option and Incentive Plan. (Incorporated by reference to Exhibit 4.3 to the Company s Registration Statement on Form S-8 (File No. 33-64582) filed with the SEC on June 17, 1993).
10.34	Distribution Agreement dated October 11, 1995 between the Company and Recreation Vehicle Products, Inc. (Incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 1995).
10.36*	1999 Stock Incentive Plan (Incorporated by reference to Exhibit 10.36 to the Company s Annual Report on Form 10-K for the year ended December 31, 2000).
10.39	Third Amended and Restated Loan & Security Agreement dated as of August 30, 2005 (the Bank Credit Line Agreement) between Coast and certain of its Subsidiaries and Standard Federal Bank NA, LaSalle Business Credit, LLC, and LaSalle Business Credit, a Division of ABN AMRO BANK N.V., Canada Branch. (Incorporated by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K dated August 30, 2005 and filed with the SEC on September 6, 2005).
10.40*	2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company s Registration Statement on Form S-8 (File No. 333-136864 filed with the SEC on August 24, 2006).
10.44*	The 2008 Equity Incentive Plan approved by the Company s stockholders (incorporated by reference to Appendix A to the Company s definitive Proxy Statement filed with the SEC on July 22, 2008).
10.45	Fourth Amendment and Waiver, dated as of March 27, 2008, entered into by the Company and Bank of America, N. A., amending certain of the terms and provisions of the Bank Credit Line Agreement. (Incorporated by reference to the same numbered Exhibit to the Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 31, 2009.)
10.46	Fifth Amendment to Bank Credit Line Agreement entered into November 30, 2009 by The Coast Distribution System, Inc. and Bank of America, N. A. (Incorporated by reference to Exhibit 10.46 to the Company s Current Report on Form 8-K dated November 30, 2009.)
10.58	Eighteenth Amendment to Bank Credit Line Agreement entered into August 12, 2014 between the Company and Bank of America, N.A. (incorporated by reference to Exhibit 10.99 to the Company s Quarterly Report on Form 10-Q filed with the SEC on August 14, 2014.)
10.59	Nineteenth Amendment to Bank Credit Line Agreement entered into November 13, 2014 between the Company and Bank of America, N.A. (incorporated by reference to Exhibit 10.00 to the Company s Quarterly Report on Form 10-Q filed with the SEC on November 14, 2014.)

10.60*	The 2012 Equity Incentive Plan as approved by the Company s stockholders (incorporated by reference to Appendix A to the Company s definitive Proxy Statement filed with the SEC on July 26, 2012).
10.61*	Employment Agreement dated July 22, 2013 by the Company with James Musbach (incorporated by reference from Exhibit 10.99 to the Company s Current Report on Form 8-K dated July 22, 2013 and filed with the SEC on July 24, 2013.)
21**	Subsidiaries of Registrant
23.1**	Consent of Burr Pilger Mayer, Inc., Independent Registered Public Accounting Firm
24**	Power of Attorney Included on Signature Page.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document(1)

* Management contract or compensatory plan or arrangement.

** Filed with Annual Report on Form 10-K for the year ended December 31, 2014, which is being amended hereby. Furnished herewith and not filed.