COOPER TIRE & RUBBER CO
Form DEF 14A
March 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to § 240.14a-12

Cooper Tire & Rubber Company
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(4) Date Filed:

COOPER TIRE & RUBBER COMPANY

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO THE STOCKHOLDERS:

The 2018 Annual Meeting of Stockholders of Cooper Tire & Rubber Company (the "Company") will be held at The Westin Detroit Metropolitan Airport, McNamara Terminal, 2501 Worldgateway Place, Detroit, Michigan 48242 on Friday, May 4, 2018, at 10:00 a.m., Eastern Daylight Time, for the following purposes:

(1) To elect eight Directors of the Company for the ensuing year.

(2) To ratify the selection of the Company's independent registered public accounting firm for the year ending December 31, 2018.

(3) To approve, on a non-binding advisory basis, the Company's named executive officer compensation.

(4) To transact such other business as may properly come before the Annual Meeting or any postponement(s) or adjournment(s) thereof.

Only holders of Common Stock of record at the close of business on March 9, 2018, are entitled to notice of and to vote at the Annual Meeting.

BY ORDER OF THE BOARD OF DIRECTORS
Stephen Zamansky,
Senior Vice President,
General Counsel and Secretary

Findlay, Ohio
March 22, 2018

Please mark, date, and sign the enclosed proxy and return it promptly in the enclosed addressed envelope, which requires no postage. In the alternative, you may vote by Internet or telephone. See page 2 of the proxy statement for additional information on voting by Internet or telephone. If you are present and vote in person at the Annual Meeting, the enclosed proxy card will not be used.

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COOPER TIRE & RUBBER COMPANY

701 Lima Avenue, Findlay, Ohio 45840
March 22, 2018

PROXY STATEMENT

GENERAL INFORMATION AND VOTING

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Cooper Tire & Rubber Company (the "Company," "Cooper Tire," "our," "we," or "us") to be used at the Annual Meeting of Stockholders of the Company to be held on May 4, 2018, at 10:00 a.m., Eastern Daylight Time, at The Westin Detroit Metropolitan Airport, McNamara Terminal, 2501 Worldgateway Place, Detroit, Michigan 48242. This proxy statement and the related form of proxy were first mailed or made available to stockholders on or about March 22, 2018.

Purpose of Annual Meeting

The purpose of the Annual Meeting is for stockholders to act on the matters outlined in the notice of Annual Meeting on the cover page of this proxy statement. These matters consist of (1) the election of eight Directors, (2) the ratification of the selection of the Company's independent registered public accounting firm for the year ending December 31, 2018, (3) the approval, on a non-binding advisory basis, of the Company's named executive officer compensation, and (4) the transaction of such other business as may properly come before the Annual Meeting or any postponement(s) or adjournment(s) thereof.

Voting

Each share of the Company's Common Stock will be entitled to one vote on each matter. Only stockholders of record at the close of business on March 9, 2018, (the "record date") will be eligible to vote at the Annual Meeting. As of the record date, there were 50,873,270 shares of Common Stock outstanding. The holders of a majority of the shares of Common Stock issued and outstanding, and present in person or represented by proxy, constitute a quorum. Abstentions and "broker non-votes" with respect to a proposal will be counted to determine whether a quorum is present at the Annual Meeting.

If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and the organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. "Broker non-votes" occur when an organization that holds shares for a beneficial owner has not received voting instructions with respect to the proposal from the beneficial owner. Whether such organization has the discretion to vote those shares on a particular proposal depends on the ballot item. If the organization that holds your shares does not have discretion and you do not give the organization instructions, the votes will be "broker non-votes," which may have the same effect as votes against the proposal.

Below is a summary of the vote threshold required for passage of each agenda item and the effect of abstentions and "broker non-votes."

Agenda Item 1. Except in the case of a contested election, each nominee for election as a Director who receives a majority of the votes cast with respect to such Director's election by stockholders will be elected as a Director. In the case of a contested election, the nominees for election as Directors who receive the greatest number of votes will be elected as Directors. Abstentions and "broker non-votes" are not counted for purposes of the election of Directors.

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Agenda Item 2. Although the Company's independent registered public accounting firm may be selected by the Audit Committee of the Board of Directors without stockholder approval, the Audit Committee will consider the affirmative vote of a majority of the shares of Common Stock having voting power present in person or represented by proxy at the Annual Meeting to be a ratification by the stockholders of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. As a result, abstentions will have the same effect as a vote cast against the proposal. As a routine matter, we do not expect "broker non-votes" with respect to this proposal.

Agenda Item 3. Although the advisory vote to approve named executive officer compensation is non-binding, the advisory vote allows our stockholders to express their opinions regarding named executive officer compensation. The Board will consider the affirmative vote of a majority of the shares of Common Stock having voting power present in person or represented by proxy at the Annual Meeting as approval of the compensation of the Company's named executive officers for fiscal 2017. Abstentions are counted as votes against and "broker non-votes" are not counted for purposes of the advisory vote to approve named executive officer compensation. As a result, if you own shares through a bank, broker-dealer, or similar organization, you must instruct your bank, broker-dealer, or other similar organization to vote in order for them to vote your shares.

Proxy Matters

Stockholders may vote by completing, properly signing, and returning the accompanying proxy card, or by attending and voting at the Annual Meeting. If you properly complete and return your proxy card in time to vote, your proxy (one of the individuals named in the proxy card) will vote your shares as you have directed. If you sign and return the proxy card but do not indicate specific choices as to your vote, your proxy will vote your shares (i) to elect the nominees listed under "Nominees for Director," (ii) for the ratification of the selection of the Company's independent registered public accounting firm and (iii) for approval of the compensation of the Company's named executive officers for fiscal year 2017. Stockholders of record and participants in certain defined contribution plans sponsored by the Company (see below) may also vote by using a touch-tone telephone to call 1-800-690-6903, or by the Internet by accessing the following website: http://www.proxyvote.com.

Voting instructions, including your stockholder account number and personal proxy control number, are contained on the accompanying proxy card. You will also use this accompanying proxy card if you are a participant in the following defined contribution plans sponsored by the Company:

- Spectrum Investment Savings Plan;
- Pre-Tax Savings Plan (Texarkana Represented Employees); or
- Pre-Tax Savings Plan (Findlay Represented Employees).

Those stockholders of record who choose to vote by telephone or Internet must do so no later than 11:59 p.m., Eastern Daylight Time, on May 3, 2018. All voting instructions from participants in the defined contribution plans sponsored by the Company and listed above must be received no later than 5:00 p.m., Eastern Daylight Time, on May 2, 2018.

A stockholder may revoke a proxy by filing a notice of revocation with the Secretary of the Company, or by submitting a properly executed proxy card bearing a later date. A stockholder may also revoke a previously executed proxy (including one submitted by Internet or telephone) by attending and voting at the Annual Meeting, after requesting that the earlier proxy be revoked. Attendance at the Annual Meeting, without further action on the part of the stockholder, will not operate to revoke a previously granted proxy card. If the shares are held in the name of a bank, broker or other holder of record, the stockholder must obtain a proxy executed in his or her favor from the holder of record to be able to vote at the Annual Meeting.

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AGENDA ITEM 1

ELECTION OF DIRECTORS

In accordance with the Restated Certificate of Incorporation of the Company, the Board of Directors has fixed the total number of Directors to be elected at the Annual Meeting at eight. Mr. John Shuey, who has served as a Director since 1996, is not standing for reelection when his current term expires at the Annual Meeting. All eight of our Directors standing for reelection have a term that expires at this Annual Meeting and each has consented to stand for reelection. At this Annual Meeting, eight Directors are being elected to serve for a term of office that will expire at the Annual Meeting of Stockholders in 2019. In the event that any of the nominees becomes unavailable to serve as a Director before the Annual Meeting, the Board of Directors may designate a new nominee, and the persons named as proxies will vote for that substitute nominee.

The Board of Directors recommends that stockholders vote FOR the eight nominees for Director.

NOMINEES FOR DIRECTOR

THOMAS P. CAPO	Non-Executive Chairman of the Board, Former Chairman of the Board, Dollar Thrifty Automotive Group, Inc.

Mr. Capo, age 67, served as Chairman of the Board of Dollar Thrifty Automotive Group, Inc., a vehicle rental company, from October 2003 to November 2010. Mr. Capo was a Senior Vice President and Treasurer of DaimlerChrysler Corporation, an automobile manufacturer, from November 1998 until August 2000. From November 1991 to October 1998, he was Treasurer of Chrysler Corporation, an automobile manufacturer. Prior to holding these positions, Mr. Capo served as Vice President and Controller of Chrysler Financial Corporation, a finance company. Mr. Capo currently serves as a director of Lear Corporation, and, until its sale in November 2012, he served as a director of Dollar Thrifty Automotive Group, Inc. Mr. Capo has a B.S. in Accounting and Finance, an M.A. in Economics, and an M.B.A. in Finance, each from the University of Detroit Mercy. Mr. Capo's public company board and committee experience, including at the board chairman level, executive management and leadership experience, especially in finance, treasury, capital markets, M & A, strategy development, capital restructuring, financial reporting and compliance, including his service as a public company treasurer and controller, and education qualify him to continue serving as a member of the Board of Directors.

Director Since	2007

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NOMINEES FOR DIRECTOR (CONT.)

STEVEN M. CHAPMAN	Group Vice President, China and Russia, Cummins, Inc.

Mr. Chapman, age 64, has served as Group Vice President, China and Russia, for Cummins, Inc. since 2009. Cummins designs, manufactures, and markets diesel engines and related components and power systems. Mr. Chapman has been with Cummins since 1985 and served in various capacities, including as Group Vice President, Emerging Markets & Businesses, President of Cummins' International Distribution Business, Vice President of International, and Vice President of Southeast Asia and China. Mr. Chapman graduated from St. Olaf College with a B.A. in Asian Studies and from Yale University with a M.P.P.M. in Management. Mr. Chapman's education, board member experience, and business management experience in operations and international operations qualify him to continue serving as a member of the Board of Directors.

Director Since	2006
SUSAN F. DAVIS	Former Executive Vice President, Asia-Pacific Region, Johnson Controls

Ms. Davis, age 65, served as Executive Vice President of the Asia-Pacific Region for Johnson Controls from September 2015 until her retirement in October 2016. Johnson Controls is a globally diversified technology and industrial leader serving customers in more than 150 countries. Ms. Davis has served in positions of increasing responsibility within Johnson Controls. She was named Vice President of Organizational Development in 1993. The following year, she was appointed Corporate Vice President of Human Resources and was named Executive Vice President of Human Resources in 2005. She was named Executive Vice President & Chief Human Resources Officer in 2012. She joined the company in 1985, following its acquisition of Hoover Universal, where she began her career in 1983 as a strategic planner for the automotive seating and plastics machinery business. Ms. Davis holds a Master of Business Administration (MBA) degree from the University of Michigan. She graduated magna cum laude with a Master of Arts degree and magna cum laude with a Bachelor of Arts, both from Beloit College. Ms. Davis currently serves as director of Quanex Corporation. Ms. Davis's education, board member experience, and business management experience qualify her to continue serving as a member of the Board of Directors.

Director Since	2016

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NOMINEES FOR DIRECTOR (CONT.)

JOHN J. HOLLAND President,
Greentree Advisors LLC

Mr. Holland, age 68, has served as President of Greentree Advisors LLC since 2005. Greentree Advisors LLC provides business advisory services. Mr. Holland served as President of The International Copper Association (ICA) from 2012 to 2015. The ICA is a marketing and trade organization for the global copper industry. Mr. Holland served as President, Chief Operating Officer, and Chief Financial Officer of MMFX Technologies Corporation from September 2008 until October 2009. MMFX Technologies is an inventor and manufacturer of nano technology steel. Prior to that, he was Executive Vice President and Chief Financial Officer of Alternative Energy Sources, Inc., an ethanol producer, from August 2006 until June 2008. Mr. Holland previously was employed by Butler Manufacturing Company, a producer of pre-engineered building systems, supplier of architectural aluminum systems and components, and provider of construction and real estate services for the non-residential construction market, from 1980 until his retirement in 2004. Prior to his retirement from Butler, Mr. Holland served as Chairman of the Board from 2001 to 2004, as Chief Executive Officer from 1999 to 2004, and as President from 1999 to 2001. Mr. Holland is also a director of SAIA, Inc., (formerly SCS Transportation, Inc.) and NCI Buildings Systems Inc. Mr. Holland holds B.S. and MBA degrees from the University of Kansas. Mr. Holland’s education, board member experience, and business management experience in operations and accounting, including his service as a chief executive officer and chief financial officer, qualify him to continue serving as a member of the Board of Directors.

Director Since 2003

BRADLEY E. HUGHES President & Chief Executive Officer

Mr. Hughes, age 56, has served as President & Chief Executive Officer since September 2016. He previously served the Company as Senior Vice President and Chief Operating Officer from January 2015 to September 2016; Senior Vice President and President-International Tire Operations from July 2014 to January 2015; Senior Vice President and Chief Financial Officer from September 2014 to December 2014; Senior Vice President, Chief Financial Officer and Treasurer from July 2014 to September 2014; Vice President, Chief Financial Officer and Treasurer from November 2013 to July 2014 and Vice President and Chief Financial Officer from November 2009 to November 2013. Mr. Hughes was previously employed at Ford Motor Co.

where he worked as Global Product Development Controller for Ford in Dearborn, Michigan; as Finance Director for Ford's South America Operations in Sao Paulo, Brazil; as Director of European Business Strategy and Implementation, Cologne, Germany; as European Manufacturing Controller, Cologne, Germany; and in other corporate finance and treasury positions. Mr. Hughes has a B.A. in business from Miami University and an MBA from the University of Michigan. Mr. Hughes's education, extensive knowledge of the Company, international operations and business management experience qualify him to continue serving as a member of the Board of Directors.

Director Since	2016

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NOMINEES FOR DIRECTOR (CONT.)

TRACEY I. JOUBERT Chief Financial Officer
Molson Coors Brewing Company

Ms. Joubert, age 51, has served as Chief Financial Officer of Molson Coors Brewing Company since 2016. Molson Coors is a leading global brewer. Ms. Joubert was Executive Vice President and Chief Financial Officer of MillerCoors from 2012-2016 and served in a variety of increasingly responsible finance leadership roles at MillerCoors since 2003. A native of South Africa, Ms. Joubert holds bachelor's degrees in commerce and accounting from the University of Witwatersrand in Johannesburg. She also serves on the Board of Directors of MillerCoors and Coors Brewing Company, subsidiaries of Molson Coors. Ms. Joubert's education, board member experience, business management and finance experience qualify her to continue serving as a member of the Board of Directors.

Director Since 2017

GARY S. MICHEL President and Chief Executive Officer
Home & Building Technologies
Strategic Business Group
Honeywell International Inc.

Mr. Michel, age 55, joined Honeywell in October 2017 as President and CEO of its Home and Building Technologies strategic business group, which develops connected products and software that operate in more than 150 million homes and 10 million buildings worldwide. Honeywell, a fortune 100 company with $39.3 billion in sales, invents and manufacturers technologies that address some of the world's most critical challenges around energy, safety, security, productivity and global urbanization. Prior to Honeywell, Mr. Michel was with Ingersoll-Rand Company for more than three decades, serving most recently as senior vice president and president, Residential HVAC and Supply. He also served as a member of its enterprise leadership team and led the Ingersoll Rand Sales Excellence Initiative, as well as serving as a co-lead of the company's enterprise sustainability efforts Mr. Michel holds a Bachelor of Science degree in Mechanical Engineering from Virginia Polytechnic Institute and State University and an MBA degree from the University of Phoenix. Mr. Michel's education, board member experience, and business management experience qualify him to continue serving as a member of the Board of Directors.

Director Since 2015

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NOMINEES FOR DIRECTOR (CONT.)

ROBERT D. WELDING Former Non-Executive Chairman,
Public Safety Equipment (Int'l) Limited

Mr. Welding, age 69, served as the Non-Executive Chairman of Public Safety Equipment (Int'l) Limited, a manufacturer of highway safety and enforcement products, from January 2009 until his retirement in May 2010. Prior to that, he was President, Chief Executive Officer, and a director of Federal Signal Corporation, a manufacturer of capital equipment, from November 2003 until his retirement in 2007. Prior to holding those positions, Mr. Welding was Executive Vice President of BorgWarner, Inc., a U.S. automotive parts supplier, and Group President of BorgWarner's Driveline Group from November 2002 until November 2003, and was President of BorgWarner's Transmission Systems Division from 1996 to November 2002. Mr. Welding graduated from the University of Nebraska with a B.S. in Mechanical Engineering, holds an MBA from the University of Michigan, and is a graduate of Harvard Business School's Advanced Management Program. Mr. Welding's education, board member experience, and business management experience in strategy development, operations leadership, continuous improvement, product development, technology, and corporate leadership qualify him to continue serving as a member of the Board of Directors.

Director Since 2007

Note: The beneficial ownership of the Directors and nominees in the Common Stock of the Company is shown in the table presented under the heading "Security Ownership of Management" in this proxy statement.

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AGENDA ITEM 2

RATIFICATION OF THE SELECTION OF THE COMPANY'S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP served as the independent registered public accounting firm of the Company in 2017 and has been retained by the Audit Committee to do so in 2018. In connection with the audit of the 2018 financial statements, the Company has engaged Ernst & Young LLP to perform audit services for the Company. The Board of Directors has directed that management submit the selection of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting.

Stockholder ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise. However, the Board of Directors is submitting the selection of Ernst & Young LLP to the stockholders for ratification. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether or not to retain the firm. In such event, the Audit Committee may retain Ernst & Young LLP, notwithstanding the fact that the stockholders did not ratify the selection, or select another nationally recognized public accounting firm without resubmitting the matter to the stockholders. Even if the selection is ratified, the Audit Committee reserves the right in its discretion to select a different nationally recognized public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

The Board of Directors recommends that stockholders vote FOR the ratification of the selection of the Company's independent registered public accounting firm.

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AGENDA ITEM 3

PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION

The Board of Directors is aware of the significant interest in executive compensation matters by investors and the general public. The Company is submitting this proposal, commonly known as a "say-on-pay" proposal, to stockholders. The Company is currently conducting say-on-pay votes every year and expects to hold the next say-on-pay vote in connection with its 2019 Annual Meeting of Stockholders. As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Securities Exchange Act of 1934, or the Exchange Act, we are asking you to cast a non-binding advisory vote to approve the Company's named executive officer compensation through the consideration of the following resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

Our Compensation Committee has overseen the development and implementation of a compensation program that is discussed more fully in "Compensation Discussion and Analysis" and "Executive Compensation," including the summary tables and narrative sections of this proxy statement.

The Company's compensation program emphasizes a pay-for-performance philosophy. Performance-based annual cash incentive and cash and equity long-term incentive programs, collectively, are the majority of the targeted annual compensation for our named executive officers. These programs are designed to:

- drive the long-term financial and operational performance of the Company;
- deliver value to our stockholders;
- recognize and reward corporate, group and individual performance;
- provide a pay package that reflects our judgment of the value of each officer's position in the marketplace and the Company; and
- attract and retain strong executive leadership.

In executing a philosophy which begins with creating long-term value to stockholders, the Compensation Committee has established a framework for executive compensation that promotes a culture of performance and accountability with due consideration to risk management, transparency, and the need to adjust to rapidly changing market conditions. The program is heavily weighted toward pay at risk, with limited executive perquisites and benefits and clear line of sight to the link between important Company strategic goals and the rewards for achieving those objectives.

To further promote alignment with the interests of stockholders and a culture of enduring performance and accountability, the Company's executives have stock ownership requirements and are bound by a clawback policy which allows for the recoupment of incentive payments in certain circumstances. The fully independent Compensation Committee believes that the executive compensation program is an essential factor in the Company's strengthening of its leadership team and competitive position in the marketplace, both of which lead to business continuity and long-term value creation.

Because your vote is advisory, it will not be binding upon the Company, the Compensation Committee, or the Board of Directors. However, we value stockholders' opinions, and the Board expects to carefully consider the outcome of the advisory vote on named executive officer compensation.

The Board of Directors recommends that the stockholders vote FOR approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers for fiscal year 2017.

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COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Cooper Tire's executive compensation program for its named executive officers is driven by our financial and strategic goals and the principle of pay for performance. The compensation program, which primarily consists of a base salary and performance-based cash incentive and equity awards, is based upon the principles and governance practices highlighted below.

Executive Compensation Design and Governing Principles

- Pay is tied to performance:
  - Approximately 83% of the CEO's target annual compensation and 70% of the other named executive officers' target annual compensation is at-risk and varies with performance against incentive goals as well as performance of Company stock.
  - There is an appropriate balance of annual and long-term incentives, and metrics used in the annual plan are different from the metrics used in the long-term incentive plan.
  - The annual incentive plan for the named executive officers is based upon the achievement of established corporate performance goals.
  - Two-thirds of the long-term incentive opportunity is based on the achievement of established corporate performance goals.
  - Dividend equivalents are not accrued or paid on performance awards that are not notionally earned.
- Executives who participate in the long-term incentive plan are required to meet minimum levels of stock ownership and the status of stock ownership is reviewed on an annual basis.
- None of the named executive officers has an employment agreement.
- Executive officers, including named executive officers, receive the same group benefits as other salaried employees, including health, life insurance, disability, and retirement benefits. They are also eligible to participate in a non-qualified supplementary benefit plan designed to restore 401(k) benefits lost due to Internal Revenue Code ("Code") statutory limits and in a deferred compensation plan which does not provide any fixed, above-market earnings opportunity.
- Executive officer perquisites are limited and reviewed annually. There are no tax gross-ups on perquisites other than for travel expenses of a spouse when accompanying an executive to participate in business-related activities.
- The Company maintains a "double trigger" requirement for change in control severance benefits and for the acceleration of time-based equity awards, including restricted stock units and stock options (provided the awards are assumed or replaced with substantially equivalent awards).
- There are no excise tax gross-up provisions upon a change in control.

Benchmarking Philosophy and Risk Management

- The Compensation Committee references the market median with respect to establishing compensation levels for the named executive officers.
- To align with investor expectations and changes in the Company's business and market practice, compensation peer groups are regularly evaluated.
- The Compensation Committee monitors all equity grants under the 2014 Incentive Compensation Plan, and the Company's three-year average burn rate is below the mean burn rate for the Russell 3000 companies in GICS group 2510 (Automobiles & Components).
- The compensation program risk evaluation process is formalized, including an annual review of plans as described in "Compensation-Related Risk Assessment" on page 23. Risk mitigation is incorporated into plan design, including capping both annual and long-term incentive plan payouts.
- The Compensation Committee regularly reviews all forms of compensation, including all cash and equity-based compensation grants, non-qualified account balances, and payments due upon termination of employment.

The Board has an established policy for recoupment (or clawback) of annual and long-term incentive compensation in the event of a restatement of reported financial results or if an employee has engaged in unethical conduct detrimental to the Company.

- The Board has adopted an anti-hedging and anti-pledging policy.
- Our executive compensation consultant is retained directly by and reports to the Compensation Committee, does not provide any services to management, and had no prior relationship with our CEO or any other named executive officer.

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2017 Financial Results

The Company ended a challenging 2017 with net income of $95 million compared to $248 million in the prior year. Operating profit decreased from $384 million in 2016 to $272 million in 2017. Operating profit margin of 9.5% was near the high end of the company's mid-term guidance range of 8-10%. The company remained a good steward of capital as reflected in the return on invested capital shown below.

Subsequent to the setting of annual targets for the 2017 plan year, the Compensation Committee determined to exclude the impact of certain items from the 2017 performance results for the purpose of calculating incentive award payouts, as such items were deemed non-representative of the continuing operations of the Company. These excluded items are:

- Costs related to the Albany tornado – On January 22, 2017, a tornado hit the Company's leased Albany, Georgia distribution center. In 2017, the Company incurred costs related to this tornado, net of insurance recoveries, of $5.6 million that have been excluded from the 2017 performance results.
- Product liability reserve review –Based on a regular review of trends and developments impacting product liability claims against the Company, the Company's estimate of pending and anticipated product liability claims costs was reduced by the Company in the third quarter of 2017. This reduction in estimated claims costs resulted in a $40.7 million decrease in the Company's product liability reserve, which increased the Company's earnings and operating profit. This favorable impact was excluded from the 2017 performance results.
- Tax reform legislation impact – As a result of the passage of tax reform legislation in the fourth quarter of 2017, the Company incurred one-time non-cash income tax charges of $56 million, which were excluded from the 2017 performance results.
- Valuation allowance activity – In the fourth quarter of 2017, the Company incurred $12 million of net non-cash valuation allowance charges related to the expected realization of certain foreign deferred tax assets. These net charges were excluded from the 2017 performance results.

Corporate Performance Metrics*	2017 Targets	2017 Performance Results	2017 Reported Results
Operating Profit	$395,000,000	$ 236,593,000	$271,724,000
Free Cash Flow	$100,000,000	$ (36,707,000)	$42,276,000
Net Income	$250,000,000	$ 139,840,000	$95,400,000
Return on Invested Capital	15.0 %	10.6 %	12.2%**

* For more information about how these performance metrics are calculated and reconciliations to amounts presented in the 2017 Form 10-K, see "Incentive Compensation – Performance Metrics for 2017" on pages 15 and 16.

** The Company reported return on invested capital, excluding the impact of the tax items noted above, of 12.2%. Without such exclusions return on invested capital would have been below the threshold for payouts of incentive awards.

Our Executive Officer Compensation Program Is Administered by the Compensation Committee

The Compensation Committee is responsible for performing the duties of the Board of Directors relating to the compensation of our executive officers and other senior management. During 2017, our named executive officers were: Mr. Bradley E. Hughes, President & Chief Executive Officer; Ms. Ginger M. Jones, Senior Vice President and

Chief Financial Officer; Mr. John J. Bollman, Senior Vice President and Chief Human Resources Officer; Mr. Stephen Zamansky, Senior Vice

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President, General Counsel and Secretary; and Ms. Brenda S. Harmon, former Senior Vice President and Chief Human Resources Officer. On March 21, 2017, Mr. Bollman joined the Company and was appointed Senior Vice President and Chief Human Resources Officer, replacing Ms. Harmon who retired from the Company on April 19, 2017.

With input, as appropriate, from management and our outside executive compensation consultant, the Compensation Committee reviews and approves all elements of our executive compensation program. Management is responsible for making recommendations to the Compensation Committee regarding executive officer compensation (except with respect to the CEO's compensation) and effectively implementing our executive compensation program, as approved and overseen by the Compensation Committee.

The Compensation Committee retained Exequity LLP as its executive compensation consultant in 2017 and utilized data from Aon Hewitt, an outside compensation consultant, for pay benchmarking.

Additional information about the role and processes of the Compensation Committee is presented under the heading "Executive Compensation Consultant Disclosure" and "Meetings of the Board of Directors and Its Committees - Compensation Committee" in this proxy statement.

Executive Compensation Philosophy and Approach

The Cooper Tire executive officer compensation program is incentive driven and designed to deliver value to our stockholders by driving long-term financial and operational performance. To accomplish this goal, we have structured our executive compensation program to attract, motivate, and help retain the caliber of leadership required to meet these objectives. In the following sections, we will address our benchmarking process and philosophy, how we set compensation levels, and the separate, but integrated elements of our program.

Compensation Peer Groups

The Compensation Committee annually analyzes market benchmark data regarding base salary and annual and long-term incentive opportunities and periodically evaluates market benchmark data regarding other compensation elements. The Compensation Committee uses benchmarking data to assess market pay levels and program design. For each element of compensation and in the aggregate, the Committee sets compensation targets near the middle of the range offered by comparable companies.

Peer Group for Pay Level Benchmarking - For 2017 officer pay level, we engaged Aon Hewitt to provide general industry data from their Total Compensation Measurement (TCM) Survey on 96 companies with revenues from $1.50 billion to $6.0 billion. The median revenue of these 96 companies was approximately $3.08 billion (by comparison, Cooper Tire's revenue for 2016 was about $2.92 billion). As an additional benchmark, we also conducted a review and analysis of compensation data for the CEO and CFO positions in the peer group listed below using 2016 proxy information.

Peer Group for Program Design Benchmarking - For purposes of benchmarking executive compensation program design, the Compensation Committee periodically reviews a group of 17 companies (listed below) whose annual revenues range from approximately 50% to 250% of our revenues and who generally have similar characteristics to Cooper Tire with respect to capital-intensive manufacturing, producing and marketing a branded product, focusing on technology-driven products, and managing international operations. This group was unchanged from 2016. The median revenue for the following companies was about $3.5 billion in 2016.

American Axle & Manufacturing Holdings	Kennametal Inc.
Cooper-Standard Holdings Inc.	Leggett & Platt Incorporated

Crane Co.	Lennox International, Inc.
Dana Incorporated	Snap-on Incorporated
Dover Corporation	SPX Corp.
Flowserve Corporation	Steelcase Inc.
Gentex Corporation	The Timken Company
Harley-Davidson, Inc.	Tower International, Inc.
Harsco Corporation	

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Our Compensation Levels Are Set Considering Business Needs, Market Data and Other Factors

We use a comprehensive and structured approach in setting the compensation framework for all executive positions. We begin with a review of the Company's overall strategy and the particular role each executive position is expected to play in achieving the strategic goals of the Company. Starting with this foundation and with the assistance of the Compensation Committee's executive compensation consultant, we obtain and review relevant market benchmark data for each position regarding base salary, annual cash incentive opportunities, and long-term incentive award levels. We then determine an appropriate range of compensation for each position by assessing the market data in conjunction with the valuation of the position's impact and importance in setting and achieving the strategic objectives of the Company. Informed by a review of all current and previously granted forms of compensation, competitive market data, organization strategies, and individual performance assessments, the Compensation Committee uses its judgment, rather than a formulaic approach, in setting target compensation for each named executive officer each year. In the event of death, disability, or retirement of a named executive officer, the annual incentive compensation is prorated for the period of time that the named executive officer was employed during the year; the performance-based stock units and cash awards are prorated for the period of the measurement period the named executive officer was employed and all restricted stock units granted immediately vest if the death, disability, or retirement was at least 6 months from the date of grant, otherwise, they are forfeited. Retirement is defined as the earlier of age 65 or the date on which the sum of the named executive officer's years of age and service equal 70.

Elements of Our Compensation Program

We believe that our executive compensation program, by element and in total, best achieves our objectives. The majority of each named executive officer's compensation opportunity is based on the achievement of important financial and strategic goals established at the beginning of the respective performance period. The primary elements of our executive compensation program, all key to the attraction, retention, and motivation of our named executive officers, are shown in the following table:

Element	Purpose	Nature of Component
Base Salary	To value the competencies, skills, experience, and performance of individual executives.	Cash. Not "at risk." Based on responsibility, experience and performance. Reviewed annually.
Annual Incentive Compensation	To motivate and reward executives for the achievement of targeted financial goals.	Cash award. Performance-based and "at risk." Amount earned will vary based on achieving annual goals (operating profit and free cash flow in 2017).
Long-Term Incentive Compensation	To motivate and reward executives for the achievement of long-term goals and creation of stockholder value.	Equity and cash awards. Performance-based (for performance-based cash awards and performance-based stock units) and "at risk." Amounts of performance-based cash and stock units earned will vary based on achievement against long-term incentive goals (net income and return on invested capital in 2017). In the case of performance-based stock units and restricted stock units, value earned will be based in part on Company stock performance.
Non-Qualified Benefits	To attract the level of talent required to achieve	Supplementary benefit plan to make up for qualified plan benefits lost due to limits of the Code.

strategic objectives and to promote continuity of leadership.

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Base Salaries

We provide market competitive base salaries to attract and retain outstanding talent and to provide a fixed component of pay for our named executive officers. Base salaries are reviewed annually and are determined with consideration to the role of the executive, experience, competitive market data regarding similar roles in similar organizations, individual performance, budget, and other considerations. The Compensation Committee uses the median of market data as the general reference point for base salary decisions because it believes that the median is the best representation of competitive salaries in the market for similar roles and talent.

In setting base salaries for 2017, the Compensation Committee considered the officer's experience in his or her current role, the impact of his or her role on the Company's results, the overall quality and manner in which the officer performs his or her role, the financial position of the Company, and the value of retention.

Incentive Compensation

With input from management and its executive compensation consultant, the Compensation Committee reviews and discusses annual corporate and business unit performance metrics and targets and the appropriateness of these performance metrics and targets considering the following primary factors prior to approval:

- Expected performance based upon the annual operating plan as approved by the Board;

- The economic environment in which we expect to operate during the year, including risk factors;

- The achievement of financial results expected to enhance stockholder value; and

- The strategic goals and initiatives of the Company.

For 2017, the Compensation Committee established a bonus pool aimed at potentially preserving the ability to deduct compensation paid under the annual incentive plan and the performance-based long-term incentive programs under the historical exception for "performance-based compensation" under Section 162(m) of the Code. The bonus pool approach established a maximum dollar amount and a maximum number of share units that could be paid to the Chief Executive Officer and certain other named executive officers from which the Compensation Committee could exercise negative discretion in determining the actual amounts paid under the annual and long-term incentive plans. The Code Section 162(m) exception for "performance-based compensation" has been repealed, effective for taxable years beginning after December 31, 2017, unless certain transition relief for certain compensation arrangements in place as of November 2, 2017 is available. Please also see the section titled "Other Program Design Elements – Tax Deductibility of Executive Compensation" on page 22 for additional information regarding the pool structure and approach used for 2017.

Annual Incentive Compensation

Target Opportunities

The Compensation Committee uses the median of general industry market data from Aon Hewitt's TCM Survey as the general reference point for target annual cash incentive opportunities because it believes that the median is the best representation of competitive annual cash incentive levels in the market for similar roles and talent. With regard to setting individual annual cash incentive opportunity levels, the Compensation Committee has the discretion to adjust the target opportunity levels as it deems appropriate. Typical reasons for adjusting an individual officer's target annual cash incentive opportunity level above or below the market median include the experience and performance of the officer, the impact of the role upon the organization, and the multiple of salary needed to bring the total cash compensation of the executive to a competitive level. At the highest level of achievement, the annual cash incentive opportunity for our named executive officers was 200% of the target opportunity in 2017. At a threshold level of performance, the incentive opportunity was 50% of the target in 2017, with no incentive earned if performance was below the threshold achievement level.

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Presented below are the target incentive awards for the named executive officers in 2017 using eligible earnings (earned base salary) for the period of January 1, 2017, through December 31, 2017, and using annual incentive plan (AIP) target percentages for the full period.

Named Executive Officer	Eligible Earnings	Weighted Target Bonus	Target Incentive
Mr. Hughes	$ 928,085	115 %	$ 1,067,298
Ms. Jones	$ 521,014	75 %	$ 390,760
Mr. Bollman	$ 313,425	60 %	$ 188,055
Mr. Zamansky	$ 444,864	65 %	$ 289,161
Ms. Harmon	$ 127,152	65 %	$ 82,648

Performance Metrics for 2017

The performance metrics under the 2017 AIP for the named executive officers were 65% corporate operating profit and 35% corporate free cash flow. The potential payout for each of the financial metrics ranged from 0% to 200% of target. The table below summarizes the threshold, target, and maximum goals as compared to actual results:

Performance Metric	Threshold Goal	Target Goal	Maximum Goal	Performance Result	Results as a Percent of Target
Corporate Operating Profit	$295,000,000	$395,000,000	$495,000,000	$236,593,000	59.9 %
Corporate Free Cash Flow	$70,000,000	$100,000,000	$175,000,000	$(36,707,000)	Not Meaningful

Following is the calculation of Corporate Operating Profit for 2017for AIP purposes:

Corporate Operating Profit, as reported	$271,724,000
Plus: Net costs related to Albany tornado	5,569,000
Less: Product liability reserve adjustment	(40,700,000)
Corporate Operating Profit	$236,593,000

Corporate free cash flow is defined as cash provided by continuing operations plus proceeds from the sale of assets, less capital expenditures and dividends, from the Company's financial statements.

Following is the calculation of corporate free cash flow for 2017 for AIP purposes:

Cash Provided by Continuing Operations	$176,828,000
Plus: Proceeds From Sale of Assets	278,000
Plus: Net costs related to Albany tornado	5,569,000
Less: Capital Expenditures	(197,186,000)
Less: Dividends	(22,196,000)
Corporate Free Cash Flow	$(36,707,000)

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Presented below are the actual incentive awards payouts for the named executive officers in 2017 based upon eligible earnings for the period of January 1, 2017 through December 31, 2017, the target bonus percentage levels for the same period, and a weighted AIP achievement level of 0%.

Named Executive Officer	Eligible Earnings	Weighted Target Bonus	Actual Bonus
Mr. Hughes	$ 928,085	115 %	$ 0
Ms. Jones	$ 521,014	75 %	$ 0
Mr. Bollman	$ 313,425	60 %	$ 0
Mr. Zamansky	$ 444,864	65 %	$ 0
Ms. Harmon	$ 127,152	65 %	$ 0

Long-Term Incentive Compensation

The Compensation Committee approves long-term incentive awards on an annual basis for the named executive officers and other senior executives of the Company. Long-term incentive awards are granted under the Cooper Tire & Rubber Company 2014 Incentive Compensation Plan, which allows for a variety of forms of long-term incentives. For 2017, awards of restricted stock units (“RSUs”), performance-based stock units, and performance-based cash were granted, with each weighted approximately one-third of the total award. In determining the appropriate form or mix of long-term incentive awards, the Compensation Committee considers such factors as alignment with stockholder interests, the attraction and retention of executive talent, the affordability of certain awards, and other business objectives which may prescribe or suggest the form or mix of awards at a particular time in the business cycle.

Award Grant Timing and Pricing

For current executives in the plan, the grant date is typically the date of our February Compensation Committee meeting. For most new executives, the grant date may be as of, or shortly after, the hiring date of the newly eligible executive. The methodology to determine the number of units to grant is to average the high and low trading price of our common stock, as quoted on the New York Stock Exchange, on the date of grant.

Performance-Based Stock Units and Performance-Based Cash

Key design features of our performance-based stock units and performance-based cash grants include:

- One-year measurement periods within a three-year performance period;
- At the start of each year, specific financial metrics are set;
- At the end of each year within a three-year performance period, performance-based stock units and performance-based cash can be notionally earned based on the extent to which financial targets for the awards have been achieved;
- Payout opportunities can range from 0% to 200% of the target award opportunity;
- Notionally earned performance-based stock units and performance-based cash, if any, vest and are payable at the end of the three-year cycle, with performance-based stock units payable in shares of common stock and performance-based cash awards settled in cash;

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- Dividend equivalents, which are credited to notionally earned performance-based stock units, are reinvested into additional stock units and paid at the end of the three-year cycle with the underlying and vested performance-based stock units. Performance-based stock units that have not been notionally earned do not receive dividend equivalents; and

- Since the performance period for each performance-based grant is three years, participants can have overlapping three-year award opportunities active at any time.

The financial metrics for the 2017 measurement period of the 2015-2017, 2016-2018, and 2017-2019 performance periods approved by the Compensation Committee at the beginning of 2017 were net income (80% weighting) and return on invested capital (20% weighting). The Compensation Committee selected these performance metrics because net income and prudent management of capital are essential to the strategic and financial goals of the Company over each measurement period and the full three-year performance period.

The ultimate value of performance-based stock units is based on the Company's financial results and the stock price, which aligns with long-term stockholder value creation. The ultimate value of performance-based cash is based solely on performance against the financial metrics. In 2017, the potential payout on each of the financial metrics ranged from 0% to 200% of target.

The following table summarizes the threshold, target, and maximum performance goals for the 2017 measurement period of the 2015-2017, 2016-2018, and 2017-2019 performance periods, as compared to the performance results:

Performance Metric	Threshold Goal	Target Goal	Maximum Goal	Performance Result	Results as a Percent of Target
Net Income	$188,000,000	$250,000,000	$313,000,000	$139,840,000	55.9 %
Return on Invested Capital	11.0 %	15.0 %	18.0 %	10.6 %	70.7 %

Following is the calculation of Net Income for 2017 for long-term incentive purposes:

Net Income, as reported	$95,400,000
Plus: Net costs related to Albany tornado, net of tax of $1,829,000	3,740,000
Less: Product liability reserve adjustment, net of tax of $13,366,000	(27,334,000)
Plus: Tax reform legislation impact	55,791,000
Plus: Valuation allowance activity	12,243,000
Net Income	$139,840,000

Return on invested capital is calculated by dividing after tax operating profit from the Company's financial statements by the Company's total invested capital. For 2017 long-term incentive compensation purposes, operating profit is adjusted for the impact of the Albany tornado and the product liability reserve adjustment, while the effective tax rate excludes the impact of tax reform legislation and valuation allowance activity. Invested capital is the average of ending debt and equity for the last five quarters.

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Following is the calculation of return on invested capital for 2017 for long-term incentive purposes:

Numerator:	
Operating Profit	$271,724,000
Plus: Net costs related to Albany tornado	5,569,000
Less: Product liability reserve adjustment	$(40,700,000)
Adjusted Operating Profit	$236,593,000
Income Tax Expense on Adjusted Operating Profit	(76,609,000)
	$159,984,000
Denominator:	
Average of Debt and Equity	$1,508,398,000
Return on Invested Capital	10.60 %

Performance-Based Stock Units

For the 2017-2019 performance period, the Compensation Committee granted individual target award opportunities for performance-based stock units, a portion of which could be notionally earned in 2017.

Presented below are the target numbers of performance-based stock units for the 2017 measurement period (or "tranche") of the 2015-2017, 2016-2018, and 2017-2019 performance periods.

Named Executive Officer	Target Performance-Based Stock Unit Award For 2017		
	2015-2017 Long-Term Incentive Performance Period	2016-2018 Long-Term Incentive Performance Period	2017-2019 Long-Term Incentive Performance Period
Mr. Hughes	3,096	3,416	9,830
Ms. Jones	2,497	2,557	2,823
Mr. Bollman	-	-	1,055
Mr. Zamansky	1,844	1,910	1,959
Ms. Harmon	1,844	1,892	1,878

Performance-Based Cash

For the 2017-2019 performance period, the Compensation Committee also granted individual target award opportunities for performance-based cash, a portion of which could be notionally earned in 2017.

Presented below are the target performance-based cash awards for the 2017 tranche of the 2015-2017, 2016-2018, and 2017-2019 performance periods:

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Named Executive Officer	Target Performance-Based Cash Award For 2017 2015-2017 Long-Term Incentive Performance Period	2016-2018 Long-Term Incentive Performance Period	2017-2019 Long-Term Incentive Performance Period
Mr. Hughes	$113,334	$ 125,556	$ 375,000
Ms. Jones	$$ 91,389	$ 94,000	$ 107,667
Mr. Bollman	$ -	$ -	$ 45,302
Mr. Zamansky	$67,500	$ 70,200	$ 74,719
Ms. Harmon	$67,500	$ 69,534	$ 71,621

Amounts Notionally Earned for the 2017 Measurement Period

In 2017, there was an opportunity to notionally earn performance-based stock units and performance-based cash granted under the 2015-2017, the 2016-2018, and the 2017-2019 performance periods. Presented below are the performance-based stock units ("PBUs") and the performance cash notionally earned for the 2017 measurement period.

	2017 Measurement Period 2015-2017 Performance Period		2016-2018 Performance Period		2017-2019 Performance Period	
Named Executive Officer	PBUs	Performance Cash	PBUs	Performance Cash	PBUs	Performance Cash
Mr. Hughes	0	$ 0	0	$ 0	0	$ 0
Ms. Jones	0	$ 0	0	$ 0	0	$ 0
Mr. Bollman	0	$ 0	0	$ 0	0	$ 0
Mr. Zamansky	0	$ 0	0	$ 0	0	$ 0
Ms. Harmon	0	$ 0	0	$ 0	0	$ 0

Amounts Earned for the 2015-2017 Performance Period

The table below summarizes the awards which were notionally earned in 2015, 2016 and 2017 for the now completed 2015-2017 performance period. These awards were paid in shares of common stock and cash in early 2018.

	2015-2017 Performance Period 2015 Measurement Period 200% Achievement		2016 Measurement Period 163.9% Achievement		2017 Measurement Period 0% Achievement		2015-2017 Total Earned	
Named Executive Officer	PBUs	Performance Cash	PBUs	Performance Cash	PBUs	Performance Cash	PBUs	Performance Cash
Mr. Hughes	6,192	$ 226,668	5,075	$ 185,754	0	$ 0	11,267	$ 412,422
Ms. Jones	4,994	$ 182,778	4,093	$ 149,787	0	$ 0	9,087	$ 332,565
Mr. Bollman	0	$ 0	0	$ 0	0	$ 0	0	$ 0
Mr. Zamansky	3,688	$ 135,000	3,023	$ 110,633	0	$ 0	6,711	$ 245,633
Ms. Harmon	3,688	$ 135,000	3,023	$ 110,633	0	$ 0	6,711	$ 245,633

In accordance with the regulations established by the Securities and Exchange Commission for the 2017 Summary Compensation Table, the “Stock Awards” column for 2017 shows only the PBU tranches granted in 2017. The “Non-Equity Incentive Plan Compensation” column for 2017 shows the cash amounts notionally earned in 2015, 2016 and 2017 for the now completed 2015-2017 performance period because these cash amounts became nonforfeitable and were fully earned after the end of 2017 Likewise, in the 2017 Grants of Plan-Based Awards Table, the Estimated Future Payouts Under Non-Equity Incentive Plan Awards column shows the performance cash tranches for each performance period.

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Restricted Stock Units

The size of the restricted stock unit grants was determined with reference to the competitive benchmarking described on page 12, the Cooper Tire stock price, as well as individual performance and other long-term considerations.

The restricted stock units granted in 2017 generally vest in equal annual installments of one-third per year beginning one year after the date of grant and are presented in the 2017 Grants of Plan-Based Awards Table that follows the 2017 Summary Compensation Table. Upon joining the Company, Mr. Bollman was awarded 11,644 restricted stock units which vest in equal annual installments over a four year period.

Retirement Benefits

In order to attract high caliber leadership and promote management continuity among our named executive officers, we provide the following retirement benefits:

- 401(k) Plan. The Company provides a 401(k) retirement savings plan for eligible employees, including the named executive officers. Under the Spectrum Retirement Savings Plan, in which the named executive officers participate, participants may choose to contribute up to the annual limit determined by the Internal Revenue Service ("IRS"). In 2017, the Company provided each participant with a stated matching contribution of 100% of the first 1% of pay contributed by the employee and 50% of the next 5% of pay contributed by the employee. In addition, the Company may make a discretionary contribution into the 401(k) plan on behalf of all employees eligible to participate in the Spectrum Retirement Savings Plan, up to the limits determined annually by the IRS.

- Non-Qualified Supplementary Benefit Plan. The Non-Qualified Supplementary Benefit Plan is a non-elective deferred compensation plan. This plan is designed to make up for any qualified retirement plan benefits lost due to limits of the Code, and the named executive officers participate in the Non-Qualified Supplementary Benefit Plan only to the extent that full participation in our qualified plan is restricted by limits under the Code.

For the executives who participate in the Company's long-term incentive plan, including the named executive officers, retirement eligibility is the earlier of the date the executive becomes age 65, or the date the sum of his or her years of continuous employment with the Company and his or her age equals at least 70 years.

Executive Deferred Compensation Plan

In order to provide executives an opportunity to defer earned salary or cash incentive awards, the Company offers a non-qualified deferred compensation plan. In 2017, the plan allowed selected senior management employees, including our named executive officers, to elect to defer receipt of up to 80% of their base salary and up to 100% of their annual incentive compensation each year (subject to an aggregate $10,000 minimum per year), until a date or dates chosen by the participant. We do not make matching or other employer contributions to the Executive Deferred Compensation Plan. Amounts deferred into this plan are credited to a notional account that is notionally invested in the same investment vehicles offered in the 401(k) plan and/or Cooper Tire stock, at the participant's election. The plan does not provide any fixed, above-market earnings opportunity. Detailed information about this plan is presented in the "2017 Non-Qualified Deferred Compensation Table" and related footnotes. Effective December 31, 2017, future deferrals under this plan were suspended.

Perquisites and Other Compensation

We provide a limited annual allowance of $15,000 to cover the cost of financial planning services and an annual executive physical for our named executive officers. There is minimal use of the Company plane for personal use, and we do not provide a tax gross-up on the imputed income associated with any personal use of the Company plane by an executive. It is the Company's policy to reimburse for and to gross up the imputed income associated with the travel costs of spouses who accompany the executives to participate in business-related activities. The value of

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the noted perquisites is detailed in the footnote to the "All Other Compensation" column of the 2017 Summary Compensation Table on page 25.

Other Program Design Elements

Requirements to Maintain a Minimum Level of Stock Ownership

We believe that our named executive officers, whose business decisions impact our operations and results, should obtain and maintain a reasonable equity ownership in the Company. Toward that end, the Compensation Committee has established stock ownership guidelines for our named executive officers as outlined below for the named executive officers who were still serving as of December 31, 2017:

Officer	Ownership Guideline	Targeted Achievement Date
Mr. Hughes	5X Base Salary	September 1, 2021
Ms. Jones	3X Base Salary	December 3, 2019
Mr. Bollman	3X Base Salary	March 21, 2022
Mr. Zamansky	3X Base Salary	April 4, 2016

If any of our named executive officers do not satisfy the stock ownership guidelines in a timely manner, the Compensation Committee may take action, including requiring that 50% of an executive's annual cash incentive be paid in stock; requiring that the executive retain 50% of the net after-tax shares following the exercise of any stock options or upon the vesting of other equity awards; requiring that 50% of the executive's long-term incentive awards be paid in stock; or reducing the executive's long-term incentive grants. All named executive officers, except Mr. Bollman, who joined the Company in March 2017, had met their respective ownership requirements as of March 1, 2018.

Clawback Policy

Our Board has adopted a policy that permits us to recoup the incentive compensation paid to our executives in certain circumstances. Under this policy, if the Company significantly restates its reported financial results, the Board will review the circumstances that caused such restatement, consider issues of accountability and oversight, and analyze the impact of such restatement on compensation paid or awarded to Company employees. If the restatement is the result of fraud or misconduct, the Board may elect to recover all annual cash incentive awards, long-term incentive awards, and other incentive-based compensation paid to the employees who engaged in such fraud or misconduct. Additionally, for participants in the Company's long-term incentive plans, the Board may elect to recover amounts paid out to the extent the Company's performance results were overstated as a result of such restatement, and, for all participants, the Board may adjust any unvested or notionally earned amounts related to the relevant measurement period(s) to reflect the restatement. If the restatement is not the result of fraud or misconduct, the Board may adjust any unvested or notionally earned amounts related to the relevant measurement period(s) to reflect the restatement. The policy also provides that if the Board determines that any employee has engaged in unethical conduct detrimental to the Company, the Board may seek recoupment of all annual cash incentives, long-term incentives, or other incentive-based compensation paid to such employee during the period(s) of such unethical behavior, and cancel all unvested or notionally earned incentive-based compensation related to such period(s). Recovery under the Clawback Policy is in addition to any recoupment required or permitted by law, including the Sarbanes-Oxley Act of 2002 and common law, or by contract.

Hedging and Pledging Transactions

In order to align the interests of the Company's officers and Directors with those of its stockholders and to address the potential appearance of improper or inappropriate conduct, the Board of Directors has adopted a policy with respect to hedging and pledging of Common Stock or other equity securities of the Company (“Company Securities”). This anti-hedging policy prohibits Company officers and Directors, including certain family members of such persons, from hedging Company Securities, including short-selling, options, puts, calls, collars and exchange funds, as well as derivatives such as swaps, forwards and futures, or pledging or otherwise encumbering Company Securities as collateral for indebtedness. Persons subject to this policy will be afforded a reasonable opportunity to

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unwind or otherwise terminate any prohibited hedging transactions or arrangements existing as of the time such person becomes subject to the policy.

Tax Deductibility of Executive Compensation

The financial reporting and income tax consequences of the compensation elements are considered by the Compensation Committee when it analyzes the design and level of compensation. The Compensation Committee balances its objective of ensuring effective and competitive compensation packages with considerations related to the tax deductibility of compensation.

Section 162(m) of the Code generally provides that compensation in excess of $1 million paid to certain executive officers (and, beginning in 2018, certain former executive officers) will not be deductible. Historically, compensation that qualifies as "performance-based compensation" under Section 162(m) of the Code could be excluded from this $1 million limit, but this exception has now been repealed, effective for taxable years beginning after December 31, 2017, unless certain transition relief for certain compensation arrangements in place as of November 2, 2017 is available. The Compensation Committee prior to 2018 generally attempted to design and administer certain of the executive incentive programs of the Company to potentially qualify for the performance-based exemption. However, it also reserved the right to provide compensation that did not or might not meet the exemption criteria if, in its sole discretion, it determined that doing so advanced the business objectives of the Company.

Based on the repeal described above and the operation of Section 162(m) of the Code, compensation granted by the Compensation Committee may not qualify as "performance-based compensation" under certain circumstances. The Compensation Committee believes that the tax deduction limitation should not be permitted to compromise our ability to design and maintain executive compensation arrangements that will attract and retain the executive talent needed for the Company to compete successfully. Accordingly, achieving the desired flexibility in the design and delivery of compensation may result in compensation that in certain cases is not deductible for federal income tax purposes, and it is possible that awards intended to qualify as "performance-based compensation" may not so qualify. Moreover, even if the Compensation Committee intended to grant compensation that qualifies as "performance-based compensation" for purposes of Section 162(m) of the Code, we cannot guarantee that such compensation will so qualify or ultimately be deductible.

In 2014, the Compensation Committee implemented a bonus pool approach to potentially preserve the ability to deduct compensation paid under the AIP and the performance-based long-term incentive programs. The bonus pool approach establishes a maximum dollar amount and a maximum number of share units that can be paid to the Chief Executive Officer and certain other named executive officers and excludes certain merger, acquisition, divestiture, or similar expenses. The bonus pool formula for the 2017 AIP was based on the greater of 4% of operating profit or 5% of net cash provided by operating activities; the bonus pool formula for aggregate performance cash awarded under the 2017-2019 long-term incentive plan was based on the greater of 1.5% of cumulative operating profit for 2017, 2018, and 2019 or 2% of cumulative net cash provided by operating activities for 2017, 2018, and 2019; and the bonus pool for aggregate performance-based stock units awarded under the 2017-2019 long-term incentive plan was based upon 3% of cumulative operating profit for 2017, 2018, and 2019 or 4% of cumulative net cash provided by operating activities for 2017, 2018, and 2019, the greater of which is divided by the fair market value of the stock on the last day of the performance period. Within the limits of the respective bonus pools, the Compensation Committee determined the amounts paid under the annual and long-term incentive plans as previously described.

Employment Agreements and Change in Control Plan

The Company has no employment agreements with any of the named executive officers.

As a tool to facilitate attraction and retention of key executive talent, the Company has a change in control plan that covers each of the named executives. Under this plan, benefits are received only in the event that an actual change in control and a qualifying termination occurs, or a qualifying termination occurs during a time when the Company is party to a definitive agreement, the consummation of which would result in a change in control, and thus such benefits are not considered part of annual compensation. We believe that a change in control plan maintains

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productivity, facilitates a long-term commitment to the organization, and encourages retention if, and when, we are confronted with the potential disruptive impact of a change in control of the Company.

See "Potential Payments Upon Termination or Change in Control" beginning on page 32 for more information regarding these arrangements.

Compensation Plan for 2018

When setting executive compensation for 2018, the Compensation Committee took into account the results of the stockholder advisory vote on named executive officer compensation that occurred at the 2017 Annual Meeting of Stockholders. As a substantial majority (approximately 95%) of the votes cast approved the compensation program described in our 2017 proxy statement, the Compensation Committee applied the same general principles in determining the amounts and types of executive compensation for 2018 as described below.

Base pay levels are set with reference to individual roles, impact, individual performance, and median levels of competitive market pay as determined by general market comparisons as described on page 12.

Annual cash incentive opportunity levels are benchmarked against competitive norms as measured against general industry data from Aon Hewitt's TCM Survey for similar executive positions at the company's described in the Peer Group for Pay Level Benchmarking on page 12. Individual annual cash incentive opportunity levels are adjusted, if warranted, to maintain competitive compensation packages for our named executive officers.

The long-term incentive opportunity for 2018 includes approximately one-third performance-based stock units, one-third performance-based cash, and one-third RSUs. Individual long-term incentive targets are benchmarked against appropriate market data and adjusted, if warranted, to maintain competitive compensation opportunity for our named executive officers.

Executive Compensation Consultant Disclosure

During the 2017 fiscal year, the Compensation Committee engaged Exequity LLP to serve as an executive compensation consultant. Exequity provides research, data analysis, survey information and design expertise in developing compensation programs for executives. In addition, Exequity keeps the Compensation Committee apprised of regulatory developments and market trends related to executive compensation practices. A representative of Exequity typically attends meetings of the Compensation Committee and is available to participate in executive sessions. The Compensation Committee has considered the independence-related factors enumerated by the NYSE and the SEC and has concluded that Exequity is independent. In addition, the Compensation Committee has concluded that the work of Exequity in 2017 did not raise any conflicts of interest.

Compensation-Related Risk Assessment

The Compensation Committee periodically reviews the incentive plan policies and practices that apply to all of our non-represented employees to determine whether such policies and practices are reasonably likely to have a material adverse effect on the Company. As part of this process, during 2017, the Compensation Committee, with the assistance of management and the human resources department, conducted a formal assessment of these compensation plans and practices. After conducting this assessment, both management and the Compensation Committee have determined that none of our compensation policies and practices creates any risks that are reasonably likely to have a material adverse effect on the Company.

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COMPENSATION COMMITTEE REPORT

The following report has been submitted by the Compensation Committee of the Board of Directors:

The Compensation Committee of the Board of Directors has reviewed and discussed the Company's Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's definitive proxy statement on Schedule 14A for its 2018 Annual Meeting, which is incorporated by reference in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, each as filed with the Securities and Exchange Commission.

The foregoing report was submitted by the Compensation Committee of the Board and shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A promulgated by the Securities Exchange Commission or Section 18 of the Exchange Act.

Respectfully submitted,

Robert D. Welding, Chairman
Steven M. Chapman
Susan F. Davis

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EXECUTIVE COMPENSATION

The following tables and narratives provide descriptions of the cash compensation paid by the Company, as well as certain other compensation awarded, paid or accrued, to our 2017 named executive officers, consisting of:

- Mr. Bradley E. Hughes, Chief Executive Officer & President;
- Ms. Ginger M. Jones, Senior Vice President and Chief Financial Officer;
- Mr. John J. Bollman, Senior Vice President and Chief Human Resources Officer and Mr. Stephen Zamansky, Senior Vice President, General Counsel and Secretary, who were our most highly compensated executive officers other than Mr. Hughes and Ms. Jones, who were employed by the Company as of December 31, 2017; and Ms. Brenda S. Harmon, former Senior Vice President and Chief Human Resources Officer, who retired from the Company on April 19, 2017.

2017 SUMMARY COMPENSATION TABLE

The following table shows compensation information for 2015, 2016, and 2017, as applicable, for our named executive officers.

Name and Principal Position(1)	Year	Salary	Bonus (2)	Stock Awards(3)	Option Awards	Non-Equity Incentive Plan Compensation(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (5)	Total
Bradley E. Hughes	2017	$927,791	–	$1,748,491	_	$ 412,422	–	$ 173,797	$3,262,501
Chief Executive Officer,	2016	$693,038	_	$1,883,319	_	$ 1,488,288	_	$ 158,554	$4,223,199
& President	2015	$559,912	_	$713,325	_	$ 1,243,478	_	$ 92,377	$2,609,092
Ginger M. Jones	2017	$521,260	–	$623,600	–	$ 332,565	–	$ 93,445	$1,570,870
Senior Vice President and	2016	$499,036	_	$467,771	_	$ 584,041	_	$ 109,142	$1,659,990
Chief Financial Officer	2015	$470,574	_	$367,309	_	$ 705,000	_	$ 27,550	$1,570,433
John J. Bollman Senior Vice President and Chief Human	2017	$306,300	$50,000	$681,200	_	$ _	_	$ 35,345	$1,072,845

Resources Officer									
Stephen Zamansky	2017	$444,723	–	$442,159	–	$245,633	–	$69,689	$1,202,204
Senior Vice President, General	2016	$430,401	–	$443,767	–	$713,036	–	$82,521	$1,669,725
Counsel and Secretary	2015	$416,727	–	$449,096	–	$709,699	–	$56,957	$1,632,479
Brenda S. Harmon	2017	$135,598	–	$429,111	–	$245,633	–	$51,205	$861,547
Former Senior Vice President and Chief	2016	$426,312	–	$446,560	–	$724,725	–	$91,161	$1,688,758
Human Resources Officer	2015	$413,881	–	$459,835	–	$716,473	–	$60,050	$1,650,509

(1) Mr. Hughes was appointed Chief Executive Officer & President effective September 1, 2016. He previously served as Senior Vice President and Chief Operating Officer. Mr. Bollman joined the Company on March 21, 2017, and Ms. Harmon retired from the Company on April 19, 2017.

(2) Upon joining the Company, Mr. Bollman received a signing bonus of $50,000.

(3) Except as otherwise noted below, the amounts shown do not reflect compensation actually received by the named executive officer. The amounts shown in this column for 2017 are the aggregate grant date fair values computed in accordance with Financial Accounting Standards Board Accounting Standards Codification

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("FASB ASC") Topic 718. The assumptions made in the valuation are discussed in Note 12 to our Consolidated Financial Statements in our Annual Report on Form 10-K for the twelve months ended December 31, 2017. At maximum performance levels under the 2017 tranche of the 2015-2017 PBUs, the grant date value for each of the named executive officers was as follows: Mr. Hughes, $236,225; Ms. Jones, $190,521; Mr. Bollman, $0; Mr. Zamansky, $140,697; and Ms. Harmon, $140,697. At maximum performance levels under the 2017 tranche of the 2016-2018 PBUs, the grant date value for each of the named executive officers was as follows: Mr. Hughes, $260,641; Ms. Jones, $195,099; Mr. Bollman, $0; Mr. Zamansky, $145,733; and Ms. Harmon, $144,360. At maximum performance levels under the 2017 tranche of the 2017-2019 PBUs, the grant date value for each of the named executive officers was as follows: Mr. Hughes, $750,029; Ms. Jones, $215,395; Mr. Bollman, $90,603; Mr. Zamansky, $149,472; and Ms. Harmon, $143,291.

(4) The amounts shown in this column for 2017 represent payouts in cash for performance under our annual cash incentive program and the performance-based cash notionally earned for the 2015, 2016 and 2017 tranches of the 2015-2017 long-term incentive plan. This reporting reflects the fact that notionally earned amounts are not actually earned by the named executive officers until the completion of the full three–year performance period. As discussed under "Compensation Discussion and Analysis" above, these amounts were based on achievement of certain financial goals. See "Compensation Discussion and Analysis" beginning on page 10 for more information about our annual cash incentive program and the performance-based component of the long-term incentive program.

(5) The amounts shown in this column for 2017 represent other compensation and perquisites, including Company contributions to qualified and non-qualified defined contribution plans, and the incremental cost of executive physicals, expense allowances, financial planning services, personal use of Company aircraft and spouse and dependent travel. The Company contributions to the non-qualified plan include contributions made in 2018 for the 2017 plan year. Personal use of the Company plane is limited and charged based upon Cooper Tire's operating costs.

Amounts received by each named executive officer for 2017 are identified and quantified in the table below:

Named Executive Officer	Company Contributions To Qualified Defined Contribution Plan	Company Contributions To Non-Qualified Defined Contribution Plan	Personal, Spouse, and Dependent Travel	Tax Gross-Up Related to Travel Costs	Financial Planning Services	Executive Physical	Expense Allowance	Total
Bradley E. Hughes	$ 18,847	$ 139,478	$ 3,102	$ 850	$ 9,500	$ 2,020	-	$173,797
Ginger M. Jones	$ 18,847	$ 67,219	—	—	$ 7,379	—	-	$93,445
John J. Bollman	$ 18,847	$ 3,923	—	—	$ 2,575	—	$ 10,000	$35,345
Stephen Zamansky	$ 18,847	$ 49,202	—	—	$ 1,640	—	-	$69,689
Brenda S. Harmon	$ 18,847	$ 24,575	$ 812	$ 271	$ 6,700	—	-	$51,205

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2017 GRANTS OF PLAN-BASED AWARDS TABLE

The following table shows all plan-based awards granted to our named executive officers during 2017. The unvested portion of the stock awards identified in this table are also reported in the “Outstanding Equity Awards at 2017 Fiscal Year-End Table” on page 29. All awards were granted under our 2014 Incentive Compensation Plan. For a summary of the incentive plan designs, see “Compensation and Discussion Analysis” beginning on page 10.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards				
Name (a)	Type(1)	Grant Date (b)	$ Threshold ($)(2) (c)	$ Target ($)(3) (d)	$ Maximum ($)(4) (e)	# Threshold (#)(5) (f)	# Target (#)(6) (g)	# Maximum (#)(7) (h)	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($) (8) (i)
Bradley E. Hughes	AIP		$533,649	$1,067,298	$2,134,596	_	_	_	_	_
	PBU1	2/15/17	$_	$ _	$_	1,548	3,096	6,192	_	$118,112
	PBU2	2/15/17	$_	$_	$_	1,708	3,416	6,832	_	$130,320
	PBU3	2/15/17	$_	$_	$_	4,915	9,830	19,660	_	$375,015
	PBU4	2/15/17	$56,667	$113,334	$226,668	_	_	_	_	$_
	PBU5	2/15/17	$62,778	$125,556	$251,112	_	_	_	_	$_
	PBU6	2/15/17	$187,500	$375,000	$750,000	_	_	_	_	$_
	RSU	2/15/17	$_	$_	$_	_	_	_	29,490	$1,125,044
Ginger M. Jones	AIP	2/15/2017	$195,380	$390,760	$781,520					
	PBU1	2/15/2017	$_	$_	$_	1,249	2,497	4,994		$95,261
	PBU2	2/15/2017	$ _	$_	$_	1,279	2,557	5,114		$97,550
	PBU3	2/15/2017	$_	$_	$_	1,412	2,823	5,646		$107,697
	PBU4	2/15/2017	$45,695	$91,389	$182,778	_	_	_	_	
	PBU5	2/15/2017	$47,000	$94,000	$188,000					$_
	PBU6	2/15/2017	$53,834	$107,667	$215,334	_	_	_	_	$_
	RSU								8,469	$323,092
John J. Bollman	AIP	3/21/17	$94,028	$188,055	$376,110	_	_	_	_	
	PBU1	3/21/17	$_	$_	$_	_	_	_	_	
	PBU2	3/21/17	$ _	$_	$_	_	_	2,110	_	
	PBU3	3/21/17	$ _	$ _	$_	528	1,055	_	_	$45,302
	PBU4	3/21/17	$	$_	$_	_	_	_	_	$_
	PBU5	3/21/17	$_	$ _	$_	_	_	_	_	$_
	PBU6	3/21/17	$22,651	$45,302	$90,604	_	_	_	_	$_
	RSU	3/21/17	$_	$ _	$_	_	_	_	14,809	$635,898

Stephen Zamansky	AIP	2/15/2017	$144,581	$289,161	$578,322					
	PBU1	2/15/2017	$_	$_	$_	922	1,844	3,688	_	$70,349
	PBU2	2/15/2017	$_	$_	$_	955	1,910	3,820	_	$72,867
	PBU3	2/15/2017	$_	$_	$_	980	1,959	3,918	_	$74,736
	PBU4	2/15/2017	$33,750	$67,500	$135,000	_	_	_	_	
	PBU5	2/15/2017	$35,100	$70,200	$140,400	_	_	_	_	
	PBU6	2/15/2017	$37,360	$74,719	$149,438	_	_	_	_	
	RSU								5,877	$224,208
Brenda S. Harmon	AIP	2/15/2017	$41,324	$82,648	$165,296					
	PBU1	2/15/2017	$_	$_	$_	922	1,844	3,688	_	$70,349
	PBU2	2/15/2017	$_	$_	$_	946	1,892	3,784	_	$72,180
	PBU3	2/15/2017	$_	$_	$_	939	1,878	3,756	_	$71,646
	PBU4	2/15/2017	$33,750	$67,500	$135,000	_	_	_	_	
	PBU5	2/15/2017	$34,767	$69,534	$139,068	_	_	_	_	
	PBU6	2/15/2017	$35,811	$71,621	$143,242	_	_	_	_	
	RSU								5,634	$214,937

(1) AIP = Annual Incentive Plan; PBU1 = Performance-based stock units granted in the 2017 tranche of the 2015-2017 Long-Term Incentive Plan; PBU2 = Performance-based stock units granted in the 2017 tranche of the 2016-2018

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Long-Term Incentive Plan; PBU3 = Performance-based stock units granted in the 2017 tranche of the 2017-2019 Long-Term Incentive Plan; PBU4 = Performance-based cash granted in the 2017 tranche of the 2015-2017 Long-Term Incentive Plan; PBU5 = Performance-based cash granted in the 2017 tranche of the 2016-2018 Long Term Incentive Plan; PBU6 = Performance-based cash granted in the 2017 tranche of the 2017-2019 Long Term Incentive Plan; RSU = Restricted Stock Units.

(2) The amounts shown in column (c) with respect to AIP represent the threshold opportunity if all of the performance metrics are met. The threshold payout is based on corporate operating profit of $295,000,000 and achievement of corporate free cash flow of $70,000,000. The amounts shown in column (c) with respect to PBU4, PBU5, and PBU6 represent the threshold amount of performance-based cash that the executive would notionally earn for 2017 performance under the 2015-2017, 2016-2018, and 2017-2019 measurement periods of our Long-Term Incentive Plan, if the 2017 performance is $188,000,000 for corporate net income and return on invested capital of 11.0 percent. If the 2017 performance is below the applicable threshold levels, our executives would not receive any payout of the performance-based cash awarded to them.

(3) The amounts shown in column (d) with respect to AIP represent the target opportunity if both of the performance metrics are met. The target payout is based on corporate operating profit of $395,000,000 and achievement of corporate free cash flow of $100,000,000. The amounts shown in column (d) with respect to PBU4, PBU5, and PBU6 represent the amount of performance-based cash that the executive would notionally earn for 2017 performance under the 2015-2017, 2016-2018, and 2017-2019 measurement periods of our Long-Term Incentive Plan, if the 2017 performance is $250,000,000 for corporate net income and a return on invested capital of 15.0 percent of target (the payout is 100 percent of the executives' targeted payout amounts).

(4) The amounts shown in column (e) with respect to AIP represent the maximum opportunity if both of the maximum-level performance metrics are met. The maximum payout amounts are capped at 200 percent of the executives' targeted payout amounts. Maximum payout is earned on performance equal to or exceeding $495,000,000 for the corporate operating profit and achieving or exceeding corporate free cash flow of $175,000,000. The amounts shown in column (e) with respect to PBU4, PBU5, and PBU6 represent the maximum amount of performance-based cash that the executive would notionally earn for 2017 performance under the 2015-2017, 2016-2018, and 2017-2019 measurement periods of our Long-Term Incentive Plan. The payout amounts are capped at 200 percent of the executives' targeted payout amounts. Maximum payout is earned on performance equal to or exceeding $313,000,000 for corporate net income and a return on invested capital of or exceeding 18.0 percent.

(5) The amounts shown in column (f) represent the threshold number of performance-based stock units that the executive would notionally earn for 2017 performance under the 2015-2017, 2016-2018, and 2017-2019 measurement periods of our Long-Term Incentive Plan, if the 2017 performance is $188,000,000 for corporate net income and a return on invested capital of 11.0 percent (in each case, the payout would have been 50 percent of the executives' targeted payout amounts). If the 2017 performance is below the applicable targets, our executives would not receive any payout of the performance-based stock units awarded to them.

(6) The amounts shown in column (g) represent the target number of performance-based stock units that the executive would notionally earn for 2017 performance under the 2015-2017, 2016-2018, and 2017-2019 measurement periods of our Long-Term Incentive Plan, if the 2017 performance is $250,000,000 for corporate net income and a return on invested capital of 15.0 percent (the payout is 100 percent of the executives' targeted payout amounts).

(7) The amounts shown in column (h) represent the maximum number of performance-based stock units that the executive would notionally earn for 2016 performance under the 2014-2016, 2015-2017, and 2016-2018 measurement periods of our Long-Term Incentive Plan. Maximum payout is earned on performance equal to or exceeding $313,000,000 of corporate net income and a return on invested capital of or exceeding 18.0 percent. The

maximum payout amounts are capped at 200 percent of the executives' targeted payout amounts.

(8) The amounts in column (i) represent the grant date fair value as of the grant date of stock awards determined pursuant to FASB ASC Topic 718. The assumptions made in the valuation are discussed in Note 12 to our Consolidated Financial Statements in our Annual Report on Form 10-K for the twelve months ended December 31, 2017.

For more information about the compensation arrangements in which our named executive officers participate, see "Compensation Discussion and Analysis" beginning on page 10.

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OUTSTANDING EQUITY AWARDS AT 2017 FISCAL YEAR-END TABLE

The following table shows all outstanding equity awards (stock options, performance-based stock units that have not been earned, and unvested restricted stock units) held by our named executive officers at the end of 2017.

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable(1)	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price ($)	Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)(4)
Bradley E. Hughes	26,760		$25.425	February 21, 2013	February 21, 2023	—	—	—	—
	32,475		$23.960	February 20, 2014	February 20, 2024	—	—	—	—
	59,235					68,136	$2,408,608	23,076	$815,737
Ginger M. Jones						20,626	$729,129	8,203	289,976
John J. Bollman						14,976	$529,402	2,110	$74,589
Stephen Zamansky						14,934	$527,917	5,828	$206,020
Brenda S. Harmon	18,000		$22.970	February 23, 2011	February 23, 2021	—	—	—	—
	17,553		$25.425	February 21, 2013	February 21, 2023	—	—	—	—
	19,971		$23.960	February 20, 2014	February 20, 2024	—	—	—	—
	55,524					3,137	$110,893	—	—

(1) The stock options vest in one-third increments on each of the first three anniversaries of the grant.

(2) Includes dividend equivalent units earned on outstanding restricted stock units. The amounts reported in this column will vest: for Mr. Hughes, as to 9,939 units on February 14, 2018, as to 3,497 units on February 17, 2018, as to 3,206 units on February 18, 2018, as to 11,229 units on September 1, 2018, as to 5,663 units on December 31, 2018, as to 9,939 units on February 14, 2019, as to 3,497 units on February 17, 2019, as to 11,229 units on September 1, 2019, and as to 9,939 units on February 14, 2020; for Ms. Jones, as to 2,855 units on February 14, 2018, as to 2,618 units on February 17, 2018, as to 2,587 units on February 18, 2018, as to 4,239 units on December 31, 2018, as to 2,855 units on February 14, 2019, as to 2,618 units on February 17, 2019, and as to 2,855 units on February 14, 2020; for Mr. Bollman, as to 4,011 units on March 20, 2018, 4,011 units on March 20, 2019, as to 4,011 units on March 20, 2020, and as to 2,944 units on March 20, 2021; for Mr. Zamansky, as to 1,981 units on February 14, 2018, as to 1,956 units on February 17, 2018, as to 1,911 units on February 18, 2018, as to 3,167 units on December 31, 2018, as to 1,981 units on February 14, 2019, as to 1,956 units on February 17, 2019, as to 1,981 units on February 14, 2020, and for Ms. Harmon, as to 3,137 units on December 31, 2018.

(3) Value is based on the closing price of our common stock of $35.35 on December 29, 2017, as reported on the New York Stock Exchange.

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(4) Reflects the target payout opportunity for 2018 and 2019 performance periods under the 2016-2018 and 2017-2019 measurement periods of our Long-Term Incentive Plan. The target payout opportunities for 2018 under the 2016-2018 measurement period (3,416 units for Mr. Hughes, 2,557 units for Ms. Jones, 0 units for Mr. Bollman, and 1,910 units for Mr. Zamansky), if earned, will vest on December 31, 2018. The target payout opportunities for each of 2018 and 2019 under the 2017-2019 measurement period (9,830 and 9,830 units for Mr. Hughes, 2,823 and 2,823 for Ms. Jones, 1,055 and 1,055 for Bollman, and 1,959 and 1,959 units for Mr. Zamansky), if earned will vest on December 31, 2019. In the event of death, disability, or retirement during a measurement period, performance awards under the Long-Term Incentive plans are prorated for a period of time that the grantee was employed during the measurement period. Retirement is defined as the earlier of age 65 or the date on which the grantee's years of age and service equal 70.

2017 OPTION EXERCISES AND STOCK VESTED TABLE

The following table shows our named executive officers' exercises of stock options, plus the value realized at exercise by each named executive officer, and restricted stock awards that vested, plus the value realized by each named executive officer as a result of such vesting, during 2017.

Name (a)	Option Awards Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise ($) (c)	Stock Awards Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting ($)(1) (e)
Bradley E. Hughes	—	—	35,220	$1,353,832
Ginger M. Jones	—	—	20,668	774,602
John J. Bollman	—	—	—	—
Stephen Zamansky	7,241	$ 298,546	15,485	$627,924
Brenda S. Harmon	__	__	21,903	$868,733

(1) These amounts represent the fair market value of our common stock on the vesting date or distribution date multiplied by the number of shares that vested or were distributed.

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2017 NON-QUALIFIED DEFERRED COMPENSATION TABLE

This table shows certain information for 2017 for each of our named executive officers under our non-qualified deferred compensation plans and programs.

Name	Executive Contributions In Last FY ($)(1)	Company Contributions In Last FY ($)(2)	Aggregate Earnings In Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at 12/31/17 ($)(4)
Bradley E. Hughes Non-Qualified Supplementary Benefit Plan	—	$ 139,478	$ 6,103	—	$ 475,381
Ginger M. Jones Non-Qualified Supplementary Benefit Plan	—	$ 67,219	$ 2,468	—	$ 174,644
John J. Bollman Non-Qualified Supplementary Benefit Plan	—	$ 3,923	—	—	$ 3,923
Stephen Zamansky Non-Qualified Supplementary Benefit Plan	—	$ 49,202	$ 4,631	—	$ 213,816
Brenda S. Harmon Non-Qualified Supplementary Benefit Plan	—	—	$ 15,959	$ (308,752)	$ 0

(1) The amounts reported as Executive Contributions are fully reported in the 2017 Summary Compensation Table.

(2) The amounts reported as Company Contributions include amounts with respect to both base salary and annual incentive compensation earned by each named executive officer for 2017. These amounts include contributions made in 2018 with respect to 2017. All of these amounts are reported as All Other Compensation in the 2017 Summary Compensation Table.

(3) None of the amounts reported as Aggregate Earnings are reported in the 2017 Summary Compensation Table.

(4) The Aggregate Balance at December 31, 2017, includes deferred compensation and Company contributions which were reported in the Summary Compensation Table for this year and prior year proxies. The amounts are $475,381 for Mr. Hughes; $161,280 for Ms. Jones; $3,923 for Mr. Bollman; $163,195 for Mr. Zamansky and $0 for Ms. Harmon.

For more information about our non-qualified deferred compensation programs, see “Compensation Discussion and Analysis” beginning on page 10.

Non-Qualified Supplementary Benefit Plan

The Non-Qualified Supplementary Benefit Plan is a non-elective deferred compensation plan. The named executive officers participate in the Non-Qualified Supplementary Benefit Plan only to the extent that full participation in our qualified 401(k) plan (the Spectrum Investment Savings Plan) is restricted by limits under the Code.

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POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

We are generally obligated to provide our named executive officers with certain payments or other forms of compensation upon a termination of employment or a change in control. The forms of such termination can involve voluntary termination, retirement, involuntary termination without cause, for cause termination, termination following a change in control, and the disability or death of the executive. The disclosure below describes the circumstances under which we may be obligated to provide our named executive officers (other than Ms. Harmon) with payments or compensation. Additionally, the tables below reflect the estimated amounts of payments or compensation each of our named executive officers (other than Ms. Harmon) may receive under particular circumstances in the event of termination of such named executive officer's employment. Ms. Harmon did not receive any additional compensation in connection with her retirement from the Company.

Payments Made Upon Retirement, Death, or Disability

Upon (i) retirement by a named executive officer who is eligible to retire or (ii) death or disability, named executive officers receive the following:

- Prorated incentive (annual and long-term) compensation through the date of termination based upon actual performance through the end of the applicable measurement period(s) to be distributed in accordance with the terms of the plans;
- Accrued and vested retirement benefits;
- Upon death or disability, stock options fully vest and are exercisable for twelve (12) months; upon retirement, stock options continue to vest in accordance with the terms of the plans and are exercisable for five years from the date of retirement; and
- Unvested restricted stock unit awards vest upon retirement, death, or disability and are distributable in accordance with participant elections under the terms of the plan

Payments Made Upon Voluntary or Involuntary Termination Without Cause

Upon voluntary or involuntary termination without cause, named executive officers are entitled to payment of any earned and unpaid base pay as of the date of termination and vested benefits in accordance with the terms of the applicable plans.

- Notionally earned performance units and cash under long-term compensation plans and annual incentive plans for completed performance periods vest in full upon certification by the Compensation Committee.
- Vested stock options at the date of termination are exercisable for thirty (30) days for voluntary termination; ninety (90) days for involuntary termination without cause.

Payments Made Upon Termination for Cause

Upon termination for cause, named executive officers are entitled to payment of any earned and unpaid base pay as of the date of termination and vested benefits in accordance with the terms of the applicable plans. All unpaid notionally earned annual and long-term compensation, stock options, and unvested restricted stock units are immediately forfeited.

Payments Made in Connection with a Change in Control

Following a change in control or a qualified pre-change in control termination such as when the Company is party to a definitive agreement the consummation of which would result in a change in control, named executive officers are entitled to receive the following payments and benefits:

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Benefits upon closing of the change in control or a qualified termination under a potential change in control.

- Payment of notionally earned and unpaid annual and long-term incentive compensation;
- Prorated target for annual or long-term incentive compensation that is not notionally earned;
- If the time-based restricted stock units or stock option awards are not assumed by the successor upon the change in control, the restricted stock units and stock options vest upon the change in control. Stock options remain exercisable for 90 days following termination. Restricted stock units and stock options may be converted to cash if the acquiring company does not assume responsibility for the obligation; and
- Upon a qualified termination under a potential change in control only, accelerated vesting of all then unvested time-based restricted stock units and stock option awards with payment of restricted stock units in accordance with the participant elections under terms of the plan and stock options are exercisable for 90 days following termination.

Additional benefits upon a termination without cause or a voluntary termination due to good reason within two years after a change in control.

- Prorated annual incentive compensation from the date of the beginning of the performance period through the date of termination for awards or programs in which the executive participates at target levels;
- If the time-based restricted stock units or stock option awards are assumed by the successor upon the change in control, accelerated vesting of all then unvested time-based restricted stock units and stock option awards with payment in accordance with the terms of the applicable plans (stock options will be subject to exercise for 90 days following termination);
- An amount equal to three times the sum of the chief executive officer's annual base pay plus target annual incentive compensation at the greater of the amount at termination or immediately prior to the change in control; two times the sum for all other named executive officers.
- 36 months for Mr. Hughes and 24 months for all other named executive officers of continuation of life, accident, and health benefits, subject to mitigation;
- Outplacement services for 12 months, in an amount up to 15% of the named executive officer's base salary; and
- If the parachute payments on an after-tax basis exceed 110% of the parachute payments that would have been received calculated without a reduction to the "Section 280G safe harbor limit," the payments are not cut back to the "Section 280G safe harbor limit," otherwise they are cut back. In any event, there is no tax gross-up for excise taxes.

All post-termination payments are conditioned upon the execution by the executive at the time of termination of a release of all claims against the Company.

Tabular Disclosure

Except as otherwise indicated, the amounts shown in the tables below assume that a named executive officer was terminated and, as applicable, a change in control occurred as of December 29, 2017, and that the price of our Common Stock equals $35.35, which was the closing price of our Common Stock on December 29, 2017, as reported on the New York Stock Exchange. Actual amounts that we may pay to any named executive officer upon termination of employment, however, can only be determined at the time of such named executive officer's actual separation from Cooper Tire.

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Bradley E. Hughes

The following table shows the potential payments upon termination under various circumstances for Bradley E. Hughes, Chief Executive Officer and President.

Benefits and Payments Upon Termination	Retirement on 12/29/17 (A)	Termination by Death on 12/29/17	Termination by Disability on 12/29/17	Termination Without Cause or for Good Reason on 12/29/17	Termination for Cause or Without Good Reason on 12/29/17	Termination Subsequent to a Change in Control on 12/29/17
Compensation:						
Base Salary(1)	$ -					
Annual Incentive Compensation(2)	$ -					
Cash Severance - Base Salary and Target Annual Incentive Compensation Multiple(3)	$ -					6,051,713
Long-Term Incentive - Performance-Based Stock Units and Cash(4)	$ -	1,223,902	1,223,902	817,934		1,223,902
Stock Options(5)	$ -	635,483	635,483	635,483		635,483
Restricted Stock Units(6)	$ -	2,208,421	2,208,421			2,208,421
Benefits and Perquisites:						
Non-Qualified Supplementary Benefit Plan(7)	$ -	475,380	475,380	475,380	475,380	475,380
Executive Deferred Compensation Plan	$ -					
Life, Accident, and Health Insurance(8)	$ -					48,477
Outplacement Services(9)	$ -					140,738
Total	$ -	4,543,186	4,543,186	1,928,797	475,380	10,784,114

(A) Not eligible for retirement at 12/29/17.

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Ginger M. Jones

The following table shows the potential payments upon termination under various circumstances for Ginger M. Jones, Senior Vice President and Chief Financial Officer.

Benefits and Payments Upon Termination	Retirement on 12/29/17