

STONERIDGE INC  
Form FWP  
November 03, 2010

Issuer Free Writing Prospectus Dated November 2, 2010  
Pursuant to Rule 433 under the Securities Act of 1933  
Registration Statement on Form S-3: File No. 333-169800

(Supplementing Preliminary Prospectus Dated October 25, 2010)

Free Writing Prospectus  
November 2, 2010

Stoneridge, Inc. (“Stoneridge”) is providing you with updated information in connection with the offering of Common Shares, without par value (“Common Shares”), of Stoneridge described in the preliminary prospectus, dated October 25, 2010 (the “Preliminary Prospectus”), included in Amendment No. 2, filed with the Securities and Exchange Commission (the “SEC”) on October 26, 2010, to Stoneridge’s Registration Statement on Form S-3 (File No. 333-169800). Unless otherwise stated or the context indicates otherwise, terms used herein have the same meanings as such terms have in the Preliminary Prospectus.

The following information updates the disclosure on the outside front cover page of the Preliminary Prospectus and the disclosure under “Prospectus Summary–The Offering” on page 13 of the Preliminary Prospectus:

Common Shares offered by the selling  
shareholders

8,846,335

Over-allotment option

The selling shareholders have granted the underwriter a 30-day option to purchase up to 1,326,950 additional Common Shares to cover over-allotments, if any.

SELLING SHAREHOLDERS

The following table is an updated version of, and replaces and supersedes in its entirety, the table appearing under “Selling Shareholders” beginning on page 61 of the Preliminary Prospectus:

| Name of Selling<br>Shareholder         | Shares Beneficially<br>Owned<br>Prior to this<br>Offering |       | Number of<br>Shares Offered   |                                 | Shares Beneficially Owned<br>After this Offering |      |        |      |
|--|---|-------|-------------------------------|---------------------------------|--|------|--------|------|
|  | Number  | Pct.  | Without<br>Over-<br>allotment | With Full<br>Over-<br>allotment | Without<br>Over-allotment                        | Pct. | Number | Pct. |
| Cecile M. Draime,<br>Trustee under the | 5,650,000   | 22.2% | 4,913,044                     | 5,650,000                       | 736,956  | 2.9% | 0      | *    |

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|  |           |      |         |           |         |   |   |   |
|--|-----------|------|---------|-----------|---------|---|---|---|
| David M. Draime<br>Irrevocable Trust<br>Under Agreement<br>dated June 4, 2003  |           |      |         |           |         |   |   |   |
| Jeffrey P. Draime,<br>Trustee under the<br>Jeffrey P. Draime<br>Living Trust dated<br>December 28, 1990, as<br>amended(1)  | 1,068,495 | 4.2% | 929,126 | 1,068,495 | 139,369 | * | 0 | * |
| Jeffrey P. Draime,<br>Successor Trustee<br>under the D. Max<br>Draime Dynasty Trust<br>Under Agreement<br>dated April 10, 1995<br>for the benefit of Scott<br>N. Draime(1) | 347,714   | 1.4% | 302,360 | 347,714   | 45,354  | * | 0 | * |

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| Name of Selling Shareholder   | Shares Beneficially Owned Prior to this Offering |      | Number of Shares Offered |                          | Shares Beneficially Owned After this Offering |      |                        |                          |
|---|--|------|--------------------------|--------------------------|---|------|------------------------|--------------------------|
|   | Number   | Pct. | Without Over-allotment   | With Full Over-allotment | Number  | Pct. | Without Over-allotment | With Full Over-allotment |
| Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Elizabeth Draime(1)         | 149,903  | *    | 130,350                  | 149,903                  | 19,553  | *    | 0                      | *                        |
| Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Stephanie Draime(1)         | 149,903  | *    | 130,350                  | 149,903                  | 19,553  | *    | 0                      | *                        |
| Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Jennifer Draime(1)          | 149,903  | *    | 130,350                  | 149,903                  | 19,553  | *    | 0                      | *                        |
| Jeffrey P. Draime, Trustee under the Scott N. Draime Dynasty Trust Under Agreement dated December 23, 1996 for the benefit of Alexandra Draime(1)         | 149,903  | *    | 130,350                  | 149,903                  | 19,553  | *    | 0                      | *                        |
| Jeffrey P. Draime, Successor Trustee under the Rebecca M. Gang Dynasty Trust Under Agreement dated March 28, 1997 for the benefit of Hannah Marie Gang(1) | 272,608  | 1.1% | 237,050                  | 272,608                  | 35,558  | *    | 0                      | *                        |
| Jeffrey P. Draime, Successor Trustee under the Rebecca M. Gang Dynasty Trust Under Agreement dated March 28, 1997 for the benefit of Sarah Irene Gang(1)  | 272,607  | 1.1% | 237,050                  | 272,607                  | 35,557  | *    | 0                      | *                        |
| Scott N. Draime, Successor Trustee under the D. Max Draime Dynasty Trust Under Agreement dated April 10, 1995 for the benefit of Jeffrey P. Draime(2)     | 347,714  | 1.4% | 302,360                  | 347,714                  | 45,354  | *    | 0                      | *                        |
| Scott N. Draime, Successor Trustee under the D. Max Draime Dynasty Trust Under  | 347,714  | 1.4% | 302,360                  | 347,714                  | 45,354  | *    | 0                      | *                        |

Agreement dated April 10, 1995  
for the benefit of Rebecca M.  
Gang(2)

|  |         |   |         |         |        |   |   |   |
|--|---------|---|---------|---------|--------|---|---|---|
| Scott N. Draime, Trustee under<br>the Jeffrey P. Draime Dynasty<br>Trust Under Agreement dated<br>December 23, 1996 for the<br>benefit of David Alexander<br>Draime(2) | 119,335 | * | 103,770 | 119,335 | 15,565 | * | 0 | * |
|--|---------|---|---------|---------|--------|---|---|---|

|  |         |   |         |         |        |   |   |   |
|--|---------|---|---------|---------|--------|---|---|---|
| Scott N. Draime, Trustee under<br>the Jeffrey P. Draime Dynasty<br>Trust Under Agreement dated<br>December 23, 1996 for the<br>benefit of Lilia Christine<br>Draime(2) | 119,335 | * | 103,770 | 119,335 | 15,565 | * | 0 | * |
|--|---------|---|---------|---------|--------|---|---|---|

|  |         |   |         |         |        |   |   |   |
|--|---------|---|---------|---------|--------|---|---|---|
| Scott N. Draime, Trustee under<br>the Jeffrey P. Draime Dynasty<br>Trust Under Agreement dated<br>December 23, 1996 for the<br>benefit of Mary Cecile<br>Draime(2) | 119,335 | * | 103,770 | 119,335 | 15,565 | * | 0 | * |
|--|---------|---|---------|---------|--------|---|---|---|

|   |         |   |         |         |        |   |   |   |
|---|---------|---|---------|---------|--------|---|---|---|
| Scott N. Draime, Trustee under<br>the Jeffrey P. Draime Dynasty<br>Trust Under Agreement dated<br>December 23, 1996 for the<br>benefit of Joseph Richard<br>Draime(2) | 119,335 | * | 103,770 | 119,335 | 15,565 | * | 0 | * |
|---|---------|---|---------|---------|--------|---|---|---|

|                 |         |      |         |         |         |   |   |   |
|-----------------|---------|------|---------|---------|---------|---|---|---|
| Rebecca M. Gang | 789,481 | 3.1% | 686,505 | 789,481 | 102,976 | * | 0 | * |
|-----------------|---------|------|---------|---------|---------|---|---|---|

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\* Less than one percent.

- (1) Jeffrey P. Draime is the beneficial owner of an additional 480,134 Common Shares, consisting of 347,714 Common Shares held in trust for the benefit of Draime family members, as to which Mr. Draime is trustee, 124,480 Common Shares held in custodial accounts for the benefit of Draime family members, as to which Mr. Draime is custodian, and 7,940 Common Shares that are restricted and subject to forfeiture. Taking into account these additional Common Shares, together with all of the Common Shares as to which Mr. Draime is a selling shareholder, as set forth in this table, Mr. Draime is the beneficial owner of 3,041,170 Common Shares (12.0% of total outstanding Common Shares) prior to this offering, is offering 2,226,986 Common Shares (assuming the underwriter's over-allotment option is not exercised) or 2,561,036 Common Shares (assuming the underwriter's over-allotment option is exercised in full) in this offering, and will beneficially own, after completion of this offering, 814,184 Common Shares (3.2% of total outstanding Common Shares), assuming the underwriter's over-allotment option is not exercised, or 480,134 Common Shares (1.9% of total outstanding Common Shares), assuming the underwriter's over-allotment option is exercised in full. Jeffrey P. Draime has been a director of Stoneridge since 2005.
- (2) Taking into account all Common Shares as to which Scott N. Draime is a selling shareholder, as set forth in this table, Mr. Draime is the beneficial owner of 1,172,768 Common Shares (4.6% of total outstanding Common Shares) prior to this offering, is offering 1,019,800 Common Shares (assuming the underwriter's over-allotment option is not exercised) or 1,172,768 Common Shares (assuming the underwriter's over-allotment option is exercised in full) in this offering, and will beneficially own, after completion of this offering, 152,968 Common Shares (less than one percent of total outstanding Common Shares), assuming the underwriter's over-allotment option is not exercised, or no Common Shares (less than one percent of total outstanding Common Shares), assuming the underwriter's over-allotment option is exercised in full.

\* \* \* \* \*

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.