

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): November 5, 2020**

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**LEAR CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**1-11311**  
(Commission File Number)

**13-3386776**  
(IRS Employer Identification Number)

**21557 Telegraph Road, Southfield, MI 48033**  
(Address of principal executive offices)

**(248) 447-1500**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, par value \$0.01	LEA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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## Section 5 - Corporate Governance and Management

### Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Plans.

On November 5, 2020, Lear Corporation (the “Company”) elected Roger A. Krone and Patricia L. Lewis to the Board of Directors of the Company (the “Board”), effective November 9, 2020, for terms ending at the 2021 annual meeting of stockholders of the Company. The election of Mr. Krone and Ms. Lewis expands the size of the Board to eleven directors.

In connection with their election, the Board approved the payment to each of Mr. Krone and Ms. Lewis of the monthly non-employee director cash retainer of \$7,188 under the Company’s Outside Director Compensation Plan (which represents the pro rata portion of the \$115,000 annual non-employee director cash retainer, reduced by 25% for all directors for the remainder of 2020 as approved by the Board in April 2020 in response to the COVID-19 pandemic), commencing in November 2020. The Board also approved a pro-rata grant to each of Mr. Krone and Ms. Lewis of restricted stock units with respect to the common stock of the Company having an aggregate grant date value of approximately \$80,000, which equals 6/12 of the annual restricted stock unit grant for non-employee directors under the Company’s Outside Director Compensation Plan.

There are no arrangements or understandings between Mr. Krone or Ms. Lewis and any other persons pursuant to which such person was elected as a director of the Company. With respect to Item 404(a) of Regulation S-K, there are no relationships or related transactions between Mr. Krone or Ms. Lewis, respectively, and the Company that would be required to be reported.

A copy of the press release announcing the election of Mr. Krone and Ms. Lewis to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

## Section 9 - Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Exhibit Description
99.1	<a href="#">Press Release dated November 10, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

### **Lear Corporation**

Date: November 10, 2020

By: /s/ Jason M. Cardew

Name: Jason M. Cardew

Title: Senior Vice President and Chief Financial Officer



**Lear Contact:**  
**Katya Pruett**  
**248-447-1646**

## **Lear Announces 2 Appointments to Board of Directors**

SOUTHFIELD, Mich. (Nov. 10, 2020) -- Lear Corporation (NYSE: LEA), a global automotive technology leader in Seating and E-Systems, today announced that it has appointed Roger A. Krone, chairman and CEO of Leidos, and Patricia L. Lewis, executive vice president and chief human resources officer of UnitedHealth Group, to its board of directors, effective Nov. 9.

“Roger and Patricia are significant additions to our board of directors with their extensive experience in areas that are vital to our success, including continuing to build and retain a strong and diverse workforce, fostering innovation, making smart investments and developing leading technologies,” said Greg C. Smith, Lear’s Non-Executive Chairman. “They will offer valued perspectives as we build on our strategy of driving profitable growth, creating a more inclusive workplace for our employees, cultivating strong relationships with our customers, and delivering value to our shareholders.”

The addition of Mr. Krone and Ms. Lewis increases the size of Lear’s board of directors to 11 members. The board routinely assesses its composition to ensure it includes the appropriate skills, experience, diversity and viewpoints.

Mr. Krone was named CEO of Leidos, a Fortune 500® information technology, engineering, and science solutions and services leader, in 2014. Previously, he held leadership roles at Boeing and General Dynamics. Mr. Krone holds a bachelor’s degree in aerospace engineering from the Georgia Institute of Technology, a master’s degree in aerospace engineering from the University of Texas at Arlington, and an MBA from the Harvard University Graduate School of Business.

“I look forward to working alongside my fellow board members and company management to strengthen Lear’s commitment to mission-critical solutions aligned with the auto industry’s megatrends of autonomy, connectivity, electrification and shared mobility,” Mr. Krone said.

Ms. Lewis joined UnitedHealth Group, a diversified health care company, in 2019 and is responsible for overseeing compensation and benefits, talent management, leadership and employee development, rewards and recognition and organization development. Previously, she served in HR management roles at Lockheed Martin, IBM and DuPont. Ms. Lewis graduated from the University of Bridgeport with a degree in industrial relations management.

“I am excited to join Lear’s Board of Directors and share my experience in human capital management within complex and highly regulated industries spanning aerospace, defense, energy, cybersecurity, data analytics, biometrics, technology and chemicals to help Lear drive meaningful results throughout its operations,” Ms. Lewis said.

### **About Lear Corporation**

Lear, a global automotive technology leader in Seating and E-Systems, enables superior in-vehicle experiences for consumers around the world. Our diverse team of talented employees in 39 countries is driven by a commitment to innovation, operational excellence, and sustainability. Lear is Making every drive better™ by providing the technology for safer, smarter, and more comfortable journeys. Lear, headquartered in Southfield, Michigan, serves every major automaker in the world and ranks 166 on the Fortune 500.

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