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**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): September 11, 2012**

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**LEAR CORPORATION**

(Exact name of registrant as specified in its charter)

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

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

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

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

**48033**  
(Zip Code)

**(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))
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## Section 5—Corporate Governance and Management

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

(c) and (e)

On September 12, 2012, Frank C. Orsini was appointed as President, Electrical Power Management Systems (“EPMS”) of Lear Corporation (the “Company”), effective immediately. He had previously held this position on an interim basis.

Mr. Orsini, age 39, most recently served as the Interim President, EPMS, since October 2011. Previously, he served as the Company’s Vice President, Operations, EPMS since 2009, Vice President, Sales, Program Management & Manufacturing, EPMS since 2008, Vice President, North America Seating Operations since 2005 and has held various other management positions at Lear since 1994.

In connection with his appointment, on September 12, 2012, the Compensation Committee (the “Compensation Committee”) of the Board of Directors of the Company (the “Board”) approved an Amended and Restated Employment Agreement (the “Agreement”) for Mr. Orsini. Pursuant to the Agreement, Mr. Orsini will receive an initial annual base salary of \$550,000. The Agreement also contains terms substantially similar to those contained in the Company’s executive employment agreements, including severance benefits equal to two-times his base salary and target annual incentive amount upon his termination under certain circumstances, and restrictive covenants relating to non-competition, confidential information and non-solicitation of the Company’s employees and customers. The Agreement does not provide for any change in control excise tax gross-up payments.

Mr. Orsini will continue to be eligible for awards under the Company’s incentive plans and to participate in the Company’s other benefit plans and programs, in effect from time to time. The Compensation Committee also approved initial target annual incentive compensation for Mr. Orsini equal to 80% of his base salary and the grant to Mr. Orsini of a supplemental equity award with an aggregate grant date value of approximately \$232,000, 75% of which will be in the form of performance shares for the three-year performance period ending December 31, 2014 and 25% of which will be in the form of restricted stock units vesting on February 9, 2015 (together, the “Supplemental Award”). The Supplemental Award is otherwise subject to the standard restricted stock unit and performance share terms and conditions previously filed by the Company.

(d)

On September 11, 2012, the Board elected Kathleen A. Ligocki as a director of the Company, effective immediately, for a term ending at the 2013 annual meeting of stockholders of the Company. Ms. Ligocki’s election expands the size of the Board to eight directors. Ms. Ligocki, an independent director, will be a member of the Audit Committee of the Board.

In connection with her election, the Board approved the payment to Ms. Ligocki of the non-employee director cash retainer under the Company’s Outside Director Compensation Plan, commencing in September 2012. The Board also approved a pro-rata grant to Ms. Ligocki of shares of common stock of the Company having an aggregate grant date value of approximately \$87,000, which equals two-thirds of the annual unrestricted stock retainer for non-employee directors under the Company’s Outside Director Compensation Plan.

A copy of the press release announcing Ms. Ligocki’s election 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:**

| <u>Exhibit<br/>Number</u> | <u>Exhibit Description</u>              |
|---------------------------|---|
| 99.1                      | Press Release, dated September 12, 2012 |

**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: September 12, 2012

By: /s/ Jeffrey H. Vanneste  
Name: Jeffrey H. Vanneste  
Title: Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

Exhibit  
Number

Exhibit Description

99.1 Press Release, dated September 12, 2012

# Lear Corporation Appoints Kathleen Ligocki to Board of Directors

**SOUTHFIELD, Michigan, September 12, 2012** - Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical power management systems, today announced that Kathleen Ligocki has been appointed to Lear's Board of Directors, effective immediately.

Currently, Ligocki is an Operating Executive at Kleiner Perkins Caufield Byers and serves as Chief Executive Officer of Next Autoworks Company, a Kleiner Perkins company. Ligocki also serves on the Board of Directors of Ashland Inc.

"We are extremely pleased to welcome Kathleen to Lear's Board of Directors. She brings a wide range of leadership experience in the automotive industry, both at automotive suppliers and OEMs," said Henry D.G. Wallace, non-executive chairman. "We are very fortunate to gain the insight and perspective of such a proven leader."

Ligocki previously served as CEO of Tower Automotive, a global Fortune 1000 automotive supplier, and GS Motors and led several global divisions of Ford Motor Company. Earlier in her career she held positions at United Technologies and General Motors. Ligocki also serves on a number of nonprofit and academic boards focused on women, families and lifelong education.

Ligocki holds a bachelor's degree in Liberal Studies from Indiana University, and an MBA from The Wharton School at the University of Pennsylvania.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical power management systems. The Company's world-class products are designed, engineered and manufactured by a diverse team of approximately 106,000 employees located in 36 countries. Lear's headquarters are in Southfield, Michigan, and Lear is traded on the New York Stock Exchange under the symbol [LEA]. Further information about Lear is available at [lear.com](http://lear.com).

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