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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): February 7, 2013**

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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**  
(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)

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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 8 – Other Events

### Item 8.01. Other Events

On February 7, 2013, Lear Corporation (the “Company”) announced that its Board of Directors has declared a \$0.17 per share quarterly cash dividend on Lear’s common stock and authorized the acceleration of the pace of its existing common stock share repurchase program. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Also on February 7, 2013, the Board of Directors adopted a corporate hedging and pledging policy that is applicable to its officers and directors. Under this policy, the Company’s officers and directors generally may not enter into certain transactions to hedge Company common stock or pledge their shares of Company common stock as collateral for a loan. In addition, on February 7, 2013, the Compensation Committee of the Company approved a clawback policy that allows the Company to seek recovery of incentive compensation that was awarded to any current or former executive officer during the three years prior to any restatement of the Company’s financial statements, if it is determined that such restatement was the result of intentional misconduct on the part of such executive officer.

On February 8, 2013, the Company gave irrevocable notice to the trustee under the indenture, pursuant to which its 7.875% Senior Notes due 2018 (the “2018 Notes”) and 8.125% Senior Notes due 2020 (the “2020 Notes”) were issued, that the Company has elected to redeem 10% of the original aggregate principal amount of each of the 2018 Notes and the 2020 Notes at a redemption price equal to 103.00% of the principal amount, plus accrued and unpaid interest to the redemption date, which is March 26, 2013. Originally, \$350 million in aggregate principal amount of the 2018 Notes and \$350 million in aggregate principal amount of the 2020 Notes were issued under the indenture, and as of the date of this Current Report, \$315 million in aggregate principal amount of the 2018 Notes and \$315 million in aggregate principal amount of the 2020 Notes are outstanding.

### FORWARD-LOOKING STATEMENTS

This Current Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words “will,” “may,” “designed to,” “outlook,” “believes,” “should,” “anticipates,” “plans,” “expects,” “intends,” “estimates,” “forecasts” and similar expressions identify certain of these forward-looking statements. We also may provide forward-looking statements in oral statements or other written materials released to the public. All such forward-looking statements contained or incorporated in this Report or in any other public statements which address operating performance, events or developments that we expect or anticipate may occur in the future, including, without limitation, statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Actual results may differ materially from any or all forward-looking statements made by us. Important factors, risks and uncertainties that may cause actual results to differ materially from anticipated results include, but are not limited to: general economic conditions in the markets in which we operate, including changes in interest rates or currency exchange rates; the financial condition and restructuring actions of our customers and suppliers; changes in actual industry vehicle production levels from our current estimates; fluctuations in the production of vehicles or the loss of business with respect to, or the lack of commercial success of, a vehicle model for which we are a significant supplier; disruptions in the relationships with our suppliers; the outcome of customer negotiations and the impact of customer-imposed price reductions; the impact and timing of program launch costs and our management of new program launches; risks associated with conducting business in foreign countries; and risks and other factors described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and our other filings with the Securities and Exchange Commission.

The forward-looking statements in this Current Report are made as of the date hereof, and we do not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date hereof.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits:**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated January 7, 2013

**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: February 12, 2013

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 February 7, 2013

**Lear Accelerates Pace of Share Repurchase Program  
and Increases Cash Dividend by 21%**

**SOUTHFIELD, Michigan, February 7, 2013** — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical distribution systems, today announced that its Board of Directors has authorized Lear's management to increase the pace of its \$1 billion share repurchase program to \$600 million during 2013. In addition, the Board increased the quarterly cash dividend on the Company's common stock by 21% to \$0.17 per share, up from \$0.14 per share. The dividend is payable on March 20, 2013 to shareholders of record at the close of business on March 1, 2013.

With the increased pace of stock purchases, the Company now anticipates that the current share buyback program will be completed by no later than the end of 2014. The Company may implement its share repurchases utilizing a variety of methods including open market purchases, accelerated stock repurchase programs and structured repurchase transactions. Share repurchases are subject to the Company's alternative uses of capital and prevailing financial and market conditions.

"Lear's Board of Directors remains committed to maximizing shareholder value. The Board believes this goal is best achieved by balancing continued investments in our business, maintaining a strong and flexible balance sheet and returning excess cash to shareholders. Today's actions are consistent with input we have received from our shareholders," said Henry D. G. Wallace, Lear's Non-Executive Chairman.

"We believe increasing our dividend and accelerating the pace of our share repurchases at a time when our shares are undervalued and the longer term outlook for our business is positive will drive increasing shareholder value," said Matt Simoncini, Lear President and Chief Executive Officer.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates," "forecasts" and similar expressions identify certain of these forward-looking statements. The Company also may provide forward-looking statements in oral statements or other written materials released to the public. All such forward-looking statements contained or incorporated in this press release or in any other public statements which address operating performance, events or developments that the Company expects or anticipates may occur in the future, including, without limitation, statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Actual results may differ materially from any or all forward-looking statements made by the Company. Important factors, risks and uncertainties that may cause actual results to differ materially from anticipated results include, but are not limited to, general economic conditions in the markets in which the Company operates, including changes in interest rates or currency exchange rates; the financial condition and restructuring actions of the Company's customers and suppliers; changes in actual industry vehicle production levels from the Company's current estimates; fluctuations in the production of vehicles or the loss of business with respect to, or the lack of commercial success of, a vehicle model for which the Company is a significant supplier; disruptions in the relationships with the Company's suppliers; labor disputes involving the Company or its significant customers or suppliers or that otherwise affect the Company; the outcome of customer negotiations and the impact of customer-imposed price reductions; the impact and timing of program launch costs and the Company's management of new program launches; the costs, timing and success of restructuring actions; increases in the Company's warranty, product liability or recall costs; risks associated with conducting business in foreign countries; the impact of regulations on the Company's foreign operations; the operational and financial success of our joint ventures; competitive conditions impacting

the Company and its key customers and suppliers; disruptions to the Company's information technology systems; the cost and availability of raw materials, energy, commodities and product components and the Company's ability to mitigate such costs; the outcome of legal or regulatory proceedings to which the Company is or may become a party; the impact of pending legislation and regulations or changes in existing federal, state, local or foreign laws or regulations; unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of its customers; limitations imposed by the Company's existing indebtedness and the Company's ability to access capital markets on commercially reasonable terms; impairment charges initiated by adverse industry or market developments; the Company's ability to execute its strategic objectives; changes in discount rates and the actual return on pension assets; costs associated with compliance with environmental laws and regulations; developments or assertions by or against the Company relating to intellectual property rights; the Company's ability to utilize its net operating loss, capital loss and tax credit carry forwards; global sovereign fiscal matters and creditworthiness, including potential defaults and the related impacts on economic activity, including the possible effects on credit markets, currency values, monetary unions, international treaties and fiscal policies; and other risks described from time to time in the Company's Securities and Exchange Commission filings. Future operating results will be based on various factors, including actual industry production volumes, commodity prices and the Company's success in implementing its operating strategy.

The forward-looking statements in this press release are made as of the date hereof, and the Company does not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date hereof.

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 113,000 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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