

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**

**FORM S-8**

**REGISTRATION STATEMENT**  
**Under**  
**The Securities Act of 1933**

**LEAR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-3386776  
(I.R.S. Employer Identification No.)

21557 Telegraph Road  
Southfield, Michigan  
(Address of Principal Executive Offices)

48033  
(Zip Code)

**Lear Corporation Long-Term Stock Incentive Plan**  
(Full Title of the Plan)

Terrence B. Larkin  
Senior Vice President, General Counsel and Corporate Secretary  
21557 Telegraph Road  
Southfield, Michigan 48033  
(Name and Address of Agent for Service)

(248) 447-1500  
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

On September 17, 2003, Lear Corporation, a Delaware corporation (the "Company") registered, pursuant to a Registration Statement on Form S-8 (Registration Number 333-108881) (the "Registration Statement"), 3,000,000 shares of the Company's common stock, par value \$.01 per share ("Common Stock"), to be issued pursuant to awards granted under the Lear Corporation Long-Term Stock Incentive Plan (the "Plan").

On November 9, 2009 (the "Effective Date"), the Company consummated the transactions contemplated by its First Amended Joint Plan of Reorganization pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan of Reorganization"). In accordance with the Plan of Reorganization, the shares of Common Stock existing immediately prior to the Effective Date (including the shares registered on the Registration Statement) have been canceled and are no longer outstanding. As a result of the consummation of the transactions contemplated by the Plan of Reorganization, the Company has terminated all offerings of the Company's Common Stock pursuant to the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all the shares of the Company's Common Stock registered under the Registration Statement and reserved for issuance under the Plan, which remain unsold as of the Effective Date.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 8. Exhibits

- 24.1 Powers of attorney relating to the execution of this Amendment to the Registration Statement

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, Michigan on the 25<sup>th</sup> day of February, 2010.

LEAR CORPORATION

By: /s/ Terrence B. Larkin

Terrence B. Larkin  
Senior Vice President, General Counsel and Corporate  
Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>Robert E. Rossiter*</u> Robert E. Rossiter	Chairman of the Board of Directors, Chief Executive Officer and President and a Director (Principal Executive Officer)	February 25, 2010
<u>Matthew J. Simoncini*</u> Matthew J. Simoncini	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 25, 2010
<u>Thomas P. Capo*</u> Thomas P. Capo	Director	February 25, 2010
<u>Curtis J. Clawson*</u> Curtis J. Clawson	Director	February 25, 2010
<u>Jonathan F. Foster*</u> Jonathan F. Foster	Director	February 25, 2010
<u>Conrad L. Mallett, Jr.*</u> Conrad L. Mallett, Jr.	Director	February 25, 2010
<u>Philip F. Murtaugh*</u> Philip F. Murtaugh	Director	February 25, 2010
<u>Donald L. Runkle*</u> Donald L. Runkle	Director	February 25, 2010
<u>Gregory C. Smith*</u> Gregory C. Smith	Director	February 25, 2010
<u>Henry D.G. Wallace*</u> Henry D.G. Wallace	Director	February 25, 2010

\* By: /s/ Terrence B. Larkin  
Terrence B. Larkin  
Attorney-in-Fact

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## EXHIBIT INDEX

Exhibit Number	Exhibit Name
24.1	Powers of attorney relating to execution of this Amendment to the Registration Statement

### Power of Attorney

Lear Corporation intends to file with the Securities and Exchange Commission (the "Commission") post-effective amendments (the "Amendments") to the following registration statements (collectively, the "Registration Statements"):

- Form S-8 Registration Statements No. 33-55783 (Lear Seating Corporation 1988 Stock Option Plan, Lear Seating Corporation 1992 Stock Option Plan and Lear Seating Corporation 1994 Stock Option Plan), 33-61739 (Automotive Industries Holding, Inc. 1992 Key Employee Stock Option Plan), 333-03383 (Lear Corporation 1996 Stock Option Plan), 333-06209 (Masland Corporation 1993 Stock Option Incentive Plan and Masland Holdings, Inc. 1991 Stock Purchase and Option Plan), 333-28419 (Lear Corporation Outside Directors Compensation Plan) and 333-59467 (Lear Corporation Executive Supplemental Savings Plan) filed with the Commission on October 5, 1994, August 10, 1995, May 9, 1996, June 18, 1996, June 3, 1997 and July 20, 1998, respectively, registering securities of Lear Corporation to be issued under the aforementioned plans; and
- Form S-8 Registration Statements No. 333-16413, 333-78623, 333-61670, 333-108881 and 333-138433 filed with the Commission on November 19, 1996, May 17, 1999, May 25, 2001, September 17, 2003 and November 3, 2006, respectively, registering securities of Lear Corporation to be issued under the Lear Corporation Long-Term Stock Incentive Plan;

for the purpose of deregistering securities registered, but not sold, under the Registration Statements.

Each person whose signature appears below constitutes and appoints, as of the date appearing opposite such signature, Matthew J. Simoncini and Terrence B. Larkin and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Amendments (and any other post-effective amendments to the Registration Statements) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ Robert E. Rossiter</u> Robert E. Rossiter	Chairman of the Board of Directors, Chief Executive Officer and President and a Director (Principal Executive Officer)	February 12, 2010
<u>/s/ Matthew J. Simoncini</u> Matthew J. Simoncini	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 12, 2010
<u>/s/ Thomas P. Capo</u> Thomas P. Capo	Director	February 12, 2010
<u>/s/ Curtis J. Clawson</u> Curtis J. Clawson	Director	February 12, 2010
<u>/s/ Jonathan F. Foster</u> Jonathan F. Foster	Director	February 12, 2010
<u>/s/ Conrad L. Mallett, Jr.</u> Conrad L. Mallett, Jr.	Director	February 12, 2010
<u>/s/ Philip F. Murtaugh</u> Philip F. Murtaugh	Director	February 20, 2010
<u>/s/ Donald L. Runkle</u> Donald L. Runkle	Director	February 12, 2010
<u>/s/ Gregory C. Smith</u> Gregory C. Smith	Director	February 15, 2010
<u>/s/ Henry D.G. Wallace</u> Henry D.G. Wallace	Director	February 12, 2010