
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**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 26, 2013

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 Certain Officers; Compensatory Plans.

On September 26, 2013, Lear Corporation (the “Company”) elected Richard H. Bott to the Board of Directors of the Company (the “Board”), effective immediately, for a term ending at the 2014 annual meeting of stockholders of the Company. Mr. Bott’s election expands the size of the Board to nine directors. Mr. Bott’s appointment was made in satisfaction of the Company’s obligations under the Settlement Agreement (which agreement was previously disclosed in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 1, 2013) dated as of April 1, 2013, by and among the Company, Marcato Capital Management LLC and Oskie Capital Management LLC and certain of their affiliates (the “Marcato-Oskie Group”), whereby the Company agreed to appoint a ninth director mutually acceptable to both the Company and the Marcato-Oskie Group.

In connection with his election, the Board approved the payment to Mr. Bott of the non-employee director cash retainer under the Company’s Outside Director Compensation Plan, commencing in September 2013. The Board also approved a pro-rata grant to Mr. Bott 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 Mr. Bott’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 Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated September 26, 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: September 26, 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 September 26, 2013

FOR IMMEDIATE RELEASE

Mel Stephens

Lear Contacts:**(248) 447-1624****Ed Lowenfeld****(248) 447- 4380****Lear Corporation Appoints Richard H. Bott to Board of Directors**

SOUTHFIELD, Michigan, September 26, 2013—Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical distribution systems, today announced that Richard H. Bott has been appointed to Lear's Board of Directors, effective immediately.

Mr. Bott worked in investment banking for more than 35 years at Morgan Stanley and Credit Suisse First Boston (now Credit Suisse), where he provided financial structuring and strategic advice to numerous large American and international corporations, with a focus on industrial, automotive and transportation companies. At the end of 2007, Mr. Bott retired as Vice Chairman, Institutional Securities, of Morgan Stanley, a position he had held since 2003. Mr. Bott currently serves on the Board of Directors of Genesee & Wyoming Inc. [NYSE: GWR].

"Following a comprehensive search process, we are extremely pleased to welcome Dick to Lear's Board of Directors," said Henry D.G. Wallace, Lear's non-executive chairman. "We sincerely appreciate the active involvement and support of Mick McGuire from Marcato Capital Management LLC, who participated with us in this process."

While at Credit Suisse First Boston, Mr. Bott worked in a variety of investment banking positions including being a founding member of the Project Finance Group, Chairman of the Investment Banking Committee, Head of Global Industry Groups and Co-Head of Investment Banking. He also led the firm's Chrysler team in the recapitalization of the company in the early 1990s and in the merger of Chrysler with Daimler-Benz in 1998. Wallace added, "Dick's extensive investment banking experience and deep knowledge of the capital markets adds a valuable perspective to our Board."

Mr. Bott holds a BA from Princeton University in Economics and an MBA from Columbia Business School.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical distribution 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.

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