

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

AND

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

AUTOMOTIVE INDUSTRIES HOLDING, INC.

(NAME OF SUBJECT COMPANY)

AIHI ACQUISITION CORP.  
LEAR SEATING CORPORATION

(BIDDERS)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE

(TITLE OF CLASS OF SECURITIES)

05329E 10 2

(CUSIP NUMBER OF CLASS OF SECURITIES)

JAMES H. VANDENBERGHE  
21557 TELEGRAPH ROAD  
SOUTHFIELD, MICHIGAN 48034  
(810) 746-1500

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

Copy to:

JOHN L. MACCARTHY, ESQ.  
WINSTON & STRAWN  
35 WEST WACKER DRIVE  
SUITE 4200  
CHICAGO, ILLINOIS 60601  
(312) 558-5600

CALCULATION OF FILING FEE

TRANSACTION VALUATION\*

AMOUNT OF FILING FEE

\$640,581,204

\$128,116.24

\* Estimated solely for purposes of calculating the amount of filing fee. The amount assumes the purchase of 19,121,827 shares of Class A Common Stock, par value \$.01 per share of the Subject Company (the "Shares"), at a price per Share of \$33.50 in cash. Such number of Shares represents all of the Shares outstanding as of June 30, 1995 on a fully-diluted basis, assuming the exercise of all existing options and warrants to acquire Shares and the exchange of all outstanding promissory notes or shares of capital stock exchangeable into Shares and including Shares issuable under the Subject Company's Employee Stock Discount Purchase Plan.

and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                           |                                    |               |  |
|---------------------------|------------------------------------|---------------|--|
| AMOUNT PREVIOUSLY PAID:   | \$128,116.24                       | FILING PARTY: | AIHI ACQUISITION CORP.<br>LEAR SEATING CORPORATION |
| FORM OR REGISTRATION NO.: | SCHEDULE 14D-1<br>AND SCHEDULE 13D | DATE FILED:   | JULY 20, 1995                                      |

PAGE 1 OF 6 PAGES.

EXHIBIT INDEX ON PAGE .

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CUSIP No. 05329E 10 2

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1 NAME OF REPORTING PERSONS:  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 AIHI Acquisition Corp.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /  
 (b) / /

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
 BK, AF

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(e) or 2(f) / /

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,928,204

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8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES / /

-----

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) APPROXIMATELY

96.4%

-----

10 TYPE OF REPORTING PERSON  
 CO

-----

CUSIP No. 05329E 10 2

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 LEAR SEATING CORPORATION (13-3386776)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /  
 (b) / /

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
 BK

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(e) OR 2(f). / /

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,928,204

-----

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES / /

-----

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) APPROXIMATELY

96.4%

-----

10 TYPE OF REPORTING PERSON  
 CO

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Lear Seating Corporation, a Delaware corporation (the "Parent"), and AIHI Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of the Parent (the "Purchaser"), hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 and Schedule 13D, filed on July 20, 1995 (as amended, the "Schedule 14D-1/13D"), relating to the offer by the Purchaser and Parent to purchase all of the outstanding shares of Class A Common Stock, par value \$.01 per share (the "Shares"), of Automotive Industries Holding, Inc. (the "Company"), as set forth in this Amendment No. 3. The item numbers and responses thereto below are in accordance with the requirements of Schedule 14D-1. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Schedule 14D-1/13D.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6(a) is hereby amended to add the following:

Following expiration of the Offer at 12:00 Midnight, New York City time, on August 16, 1995, the Purchaser accepted for payment all Shares validly tendered pursuant to the Offer. The Purchaser has been informed by the Depositary that 16,928,204 Shares (including 205,871 Shares tendered pursuant to guaranteed delivery procedures), representing approximately 96.4% percent of the outstanding Shares, were tendered pursuant to the Offer. A copy of the press release issued prior to 9:00 a.m., New York City time, on August 17, 1995 with respect to the foregoing is attached as Exhibit (a)(12) hereto and is incorporated by reference herein.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by adding the following exhibits:

(a)(12) Text of Press Release, dated August 17, 1995, issued by Parent.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 17, 1995

AIHI ACQUISITION CORP.

By: /s/ James H. Vandenberghe

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Name: James H. Vandenberghe

Title: Executive Vice President and

Chief Financial Officer

LEAR SEATING CORPORATION

By: /s/ James H. Vandenberghe

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Name: James H. Vandenberghe

Title: Executive Vice President and

Chief Financial Officer

## EXHIBIT INDEX

| EXHIBIT<br>NUMBER | EXHIBIT NAME  | EXHIBIT<br>PAGE |
|-------------------|---|-----------------|
| (a)(1) --         | Offer to Purchase.  | *               |
| (a)(2) --         | Letter of Transmittal.  | *               |
| (a)(3) --         | Notice of Guaranteed Delivery.  | *               |
| (a)(4) --         | Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.  | *               |
| (a)(5) --         | Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.   | *               |
| (a)(6) --         | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.  | *               |
| (a)(7) --         | Form of Summary Advertisement dated July 20, 1995.  | *               |
| (a)(8) --         | Text of Press Release, dated July 17, 1995, issued by the Company and the Parent.   | *               |
| (a)(9) --         | Text of Press Release, dated July 20, 1995, issued by Parent.   | *               |
| (a)(10) --        | Letter to Participants in the Employee Stock Discount Purchase Plan of the Company.   | *               |
| (a)(11) --        | Text of Press Release, dated August 4, 1995, issued by Parent.  | *               |
| (a)(12) --        | Text of Press Release, dated August 17, 1995, issued by Parent.   | *               |
| (b)(1) --         | Commitment Letter, dated July 7, 1995, from Chemical Bank and Chemical Securities Inc.  | *               |
| (c)(1) --         | Agreement and Plan of Merger, dated as of July 16, 1995, among the Purchaser, Parent and the Company.   | *               |
| (c)(2) --         | Stockholders Agreement, dated as of July 16, 1995, among the Purchaser, Parent and J2R Corporation, S.A. Johnson and Scott D. Rued.                       | *               |
| (c)(3) --         | Stockholders Agreement, dated as of July 16, 1995, among the Purchaser, Parent and ONEX DHC LLC.  | *               |
| (c)(4) --         | Noncompete Agreement dated as of July 16, 1995, among the Purchaser, Parent and J2R Corporation, Hidden Creek Industries, S.A. Johnson and Scott D. Rued. | *               |
| (c)(5) --         | Confidentiality Agreement, dated April 18, 1995, between Parent and the Company.  | *               |
| (c)(6) --         | Waiver to Stockholders Agreement, dated as of July 26, 1995, among the Purchaser, the Parent and S.A. Johnson.  | *               |
| (d) --            | None.   |                 |
| (e) --            | Not applicable.   |                 |
| (f) --            | None.   |                 |

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\* Previously filed

FOR IMMEDIATE RELEASE

ANALYSTS:  
JONATHAN PEISNER  
(810) 746-1624

MEDIA:  
LESLIE TOUMA  
(810) 746-1678

LEAR SEATING COMPLETES TENDER OFFER  
FOR AUTOMOTIVE INDUSTRIES

SOUTHFIELD, MI, AUGUST 17, 1995 -- Lear Seating Corporation (NYSE: LEA) announced plans today that the \$33.50 per share tender offer of its wholly-owned subsidiary, AIHI Acquisition Corp., for all outstanding shares of Class A common stock of Automotive Industries Holding, Inc. (NASDAQ: AIHI), expired by its terms at midnight New York City time on August 16, 1995. AIHI Acquisition Corp. has accepted for payment all shares validly tendered pursuant to the offer.

According to Bankers Trust Company, the depository, 16,928,204 shares of Class A common stock, representing approximately 96.4% of the outstanding common stock of Automotive Industries Holding, were tendered by shareholders (including shares subject to guaranteed delivery) prior to the offer's expiration.

As previously announced, all outstanding shares of Automotive Industries Holding common stock not tendered and purchased pursuant to the offer will be acquired in a subsequent second-step merger at the same \$33.50 per share price. Lear currently expects to consummate the second-step merger by Friday, August 25, 1995.



Automotive Industries Holding, Inc. is a major supplier of high quality interior trim systems and under the hood components to the North American automotive industry. Additionally, the Company supplies interior and other automotive products in the United Kingdom, Germany and Sweden. In 1994, Automotive Industries had revenues of approximately \$512 million and operating income exceeding \$70 million.

A Fortune 500 company, Lear Seating Corporation is the world's leading supplier of automotive seating systems, with annual revenues of \$3.1 billion. Lear's world class products are manufactured by over 26,000 employees in 82 facilities around the world.