



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Lear Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

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

21557 Telegraph Road  
Southfield, Michigan 48034  
(248) 447-1500  
(Address of principal executive offices)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<u>Series A Jr. Participating Preferred Share Purchase Rights</u>	<u>New York Stock Exchange</u>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box.

**Securities Act registration statement file number to which this form relates, if applicable: N/A**

**Securities to be registered pursuant to Section 12(g) of the Act: N/A**

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Lear Corporation, a Delaware corporation (the "Company"), supplements and amends its Registration Statement on Form 8-A, filed on March 2, 2000, as follows:

### **Item 1. Description of Securities to be Registered.**

On December 9, 2004, the Company entered into an Amendment (the "Amendment") to its Rights Agreement, dated as of March 1, 2000, between the Company and The Bank of New York, as rights agent. The Amendment provides that the Rights (as defined in the Rights Agreement) will expire at the close of business on December 15, 2004.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated by reference herein.

### **Item 2. Exhibits.**

- 4.1 Rights Agreement, dated as of March 1, 2000, between Lear Corporation and The Bank of New York, together with the Form of Certificate of Designations, the Form of Rights Certificate and Summary of Rights attached thereto as Exhibits A, B and C, respectively (incorporated by reference to Exhibit 1 to Lear Corporation's registration statement on Form 8-A filed on March 2, 2000)
- 4.2 Amendment to Rights Agreement, dated as of December 9, 2004, between Lear Corporation and The Bank of New York (filed herewith)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LEAR CORPORATION

Date: December 9, 2004

By: /s/ Daniel A. Ninivaggi  
Name: Daniel A. Ninivaggi  
Title: Senior Vice President, Secretary and General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Rights Agreement, dated as of March 1, 2000, between Lear Corporation and The Bank of New York, together with the Form of Certificate of Designations, the Form of Rights Certificate and Summary of Rights attached thereto as Exhibits A, B and C, respectively (incorporated by reference to Exhibit 1 to Lear Corporation's registration statement on Form 8-A filed on March 2, 2000)
4.2	Amendment to Rights Agreement, dated as of December 9, 2004, between Lear Corporation and The Bank of New York (filed herewith)

**AMENDMENT TO RIGHTS AGREEMENT**

This Amendment, dated as of December 9, 2004 (this "Amendment"), amends the Rights Agreement, dated as of March 1, 2000 (the "Rights Agreement"), between Lear Corporation, a Delaware corporation (the "Company"), and The Bank of New York, as rights agent (the "Rights Agent").

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may from time to time supplement or amend the Rights Agreement in accordance with the provisions of Section 27 thereof;

WHEREAS, the Company has determined that it is in the best interest of the Company and its stockholders to amend the Rights Agreement as set forth herein; and

WHEREAS, all acts and things necessary to make this Amendment a valid agreement, enforceable according to its terms, have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects duly authorized by the Company and the Rights Agent.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein, and intending to be legally bound, the parties hereto agree as follows:

A. Amendment of Section 7(a). Section 7(a) of the Rights is hereby amended and supplemented by deleting "(i) the Close of Business on March 1, 2010 (the "Final Expiration Date")" and replacing it with the following:

"(i) the Close of Business on December 15, 2004 (the "Final Expiration Date")"

B. Amendment of Exhibits. The Exhibits to the Rights Agreement shall be restated to reflect this Amendment, including all conforming changes.

C. Effectiveness. This Amendment shall be deemed effective as of the date first written above, as if executed on such date. Except as amended hereby, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

D. Miscellaneous. This Amendment shall be deemed to be a contract under the laws of the State of New York and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. If any provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be effected, impaired or invalidated. Except as otherwise expressly provided herein, or unless the context otherwise requires, all terms used herein have the meanings assigned to them in the Rights Agreement. The Rights Agent and the Company

hereby waive any notice requirement under the Rights Agreement pertaining to the matters covered by this Amendment.

E. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts together constitute but one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, as of the date first set forth above.

Attest:

By: /s/ Laurie M. Harlow  
Name: Laurie M. Harlow  
Title: Assistant Corporate Secretary

Attest:

By: /s/ John I. Sivertsen  
Name: John I. Sivertsen  
Title: Vice President

LEAR CORPORATION

By: /s/ Daniel A. Ninivaggi  
Name: Daniel A. Ninivaggi  
Title: Senior Vice President, Secretary and  
General Counsel

THE BANK OF NEW YORK

By: /s/ Luis C. Ortiz  
Name: Luis C. Ortiz  
Title: Vice President