

**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 13, 2011

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 7 — Regulation FD

Item 7.01 Regulation FD Disclosure.

On September 13, 2011, Lear Corporation (“Lear”) made a presentation at the Frankfurt Auto Show Investor Conference. Lear also presented a webcast of its management presentation on its website, www.lear.com. The presentation slides are attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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	Presentation slides for the Frankfurt Auto Show Investor Conference on September 13, 2011

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 13, 2011

By: /s/ Jason M. Cardew

Name: Jason M. Cardew

Title: Vice President and
Interim Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Presentation slides for the Frankfurt Auto Show Investor Conference on September 13, 2011

Frankfurt Auto Show Investor Conference



SEATING



ELECTRICAL POWER MANAGEMENT SYSTEMS

September 13, 2011

Agenda



- **Lear Business Overview**
 - *Matt Simoncini, President and CEO*
- **Electrical Power Management Systems**
 - *Ray Scott, SVP and President EPMS*
- **2011 Financial Outlook**
 - *Jason Cardew, Interim CFO*
- **Summary**
 - *Matt Simoncini, President and CEO*
- **Q & A**



Lear Business Overview



Present State of the Business*



- Leading Tier 1 global automotive supplier
- Strong global position and low-cost footprint
- Leader in product quality, customer service and innovation
- Diversified sales and customer base serving all of the world's major automakers
- Very strong balance sheet, with \$1.8 billion in cash and no debt maturities until 2018
- Positive operating and financial momentum

***Lear Is Extremely Well Positioned
To Capitalize On Global Industry Growth***

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



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Global Leader in Automotive Seating*



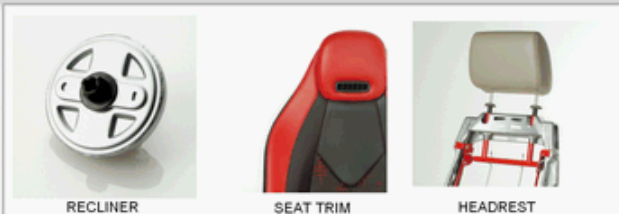
- **Strong Market Position** -- One of two dominant suppliers with global scale and complete component capabilities with forecasted 2011 sales of approximately \$10.6 billion
- **Key Capabilities** -- Complete automotive seat systems; seat covers (including cut and sew, fabric and leather), structures, mechanisms and foam
- **Low-Cost Producer** -- 80% of dedicated component facilities in low cost regions
- **Quality Leader** -- Lear is the highest quality major seat manufacturer for 10 of the last 11 years according to J.D. Power and Associates Seat Quality and Satisfaction SurveySM
- **Benchmark Technology** -- Lear's **EVOLUTION[™]** seat has seven first-to-market innovations and was named as a finalist for an industry-leading PACE award sponsored by *Automotive News*

EVOLUTION[™] Seat*



- ECO Foam
- ECO Padding
- EVO Mini Recliner
- ECO/EVO Structures
- Expanded Polypropylene Frame
- ProTec[®] PLuS Whiplash Protection
- Dynamic Environmental Comfort Seating (DECS)[™]

**Provides up to a 30% weight reduction, environmental benefits and cost savings*



RECLINER

SEAT TRIM

HEADREST

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

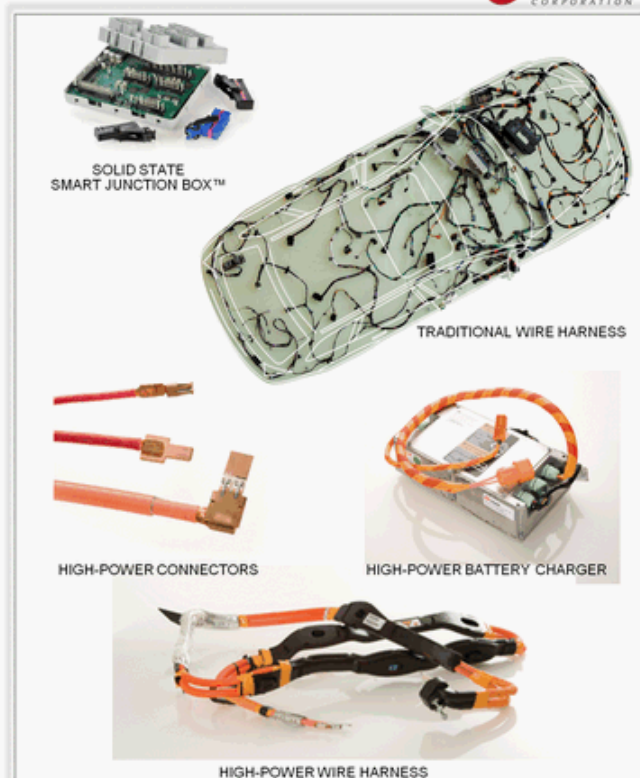


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Strong Global Position in Automotive Electrical Power Management Systems*



- **Strong Market Position** -- One of four suppliers with global capability in both traditional and high-power electrical power management systems with forecasted 2011 sales of approximately \$3.0 billion
- **Key Capabilities** -- Traditional electrical distribution systems, emerging high-power systems and related components including connectors, smart junction boxes and battery chargers
- **Low-Cost Producer** -- 80% of component facilities in low cost regions
- **Quality Leader** -- Outstanding program management capabilities support thousands of design changes per year with world class quality
- **Benchmark Technology** -- Lear has won high-power and hybrid business with BMW, Coda, Daimler, Fisker, General Motors, Land Rover, Nissan, Renault and Volkswagen
- **Sales growth opportunity with improving margins**
 - Additional consumer demand for features & functionality
 - Greater electrification and signal management of alternative powertrain design

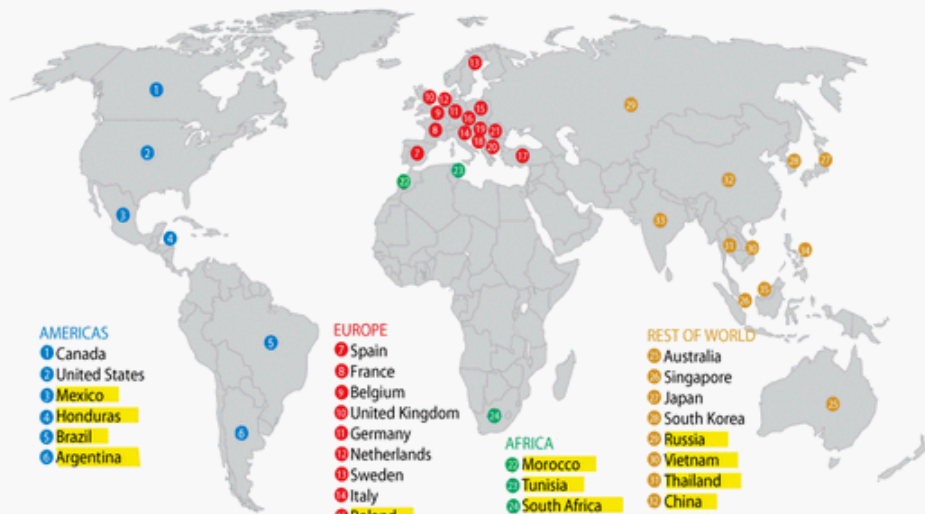


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Global Capabilities with Low-Cost Footprint



- AMERICAS**
- 1 Canada
 - 2 United States
 - 3 Mexico
 - 4 Honduras
 - 5 Brazil
 - 6 Argentina

- EUROPE**
- 7 Spain
 - 8 France
 - 9 Belgium
 - 10 United Kingdom
 - 11 Germany
 - 12 Netherlands
 - 13 Sweden
 - 14 Italy
 - 15 Poland
 - 16 Czech Republic
 - 17 Turkey
 - 18 Hungary
 - 19 Slovak Republic
 - 20 Romania
 - 21 Moldova

- AFRICA**
- 22 Morocco
 - 23 Tunisia
 - 24 South Africa

- REST OF WORLD**
- 25 Australia
 - 26 Singapore
 - 27 Japan
 - 28 South Korea
 - 29 Russia
 - 30 Vietnam
 - 31 Thailand
 - 32 China
 - 33 India
 - 34 Philippines
 - 35 Malaysia

Low-Cost Operations
21 Countries

Low-Cost Engineering Centers
China, India, Philippines

Approximately 93,000 Employees
At 200 Locations In 35 Countries

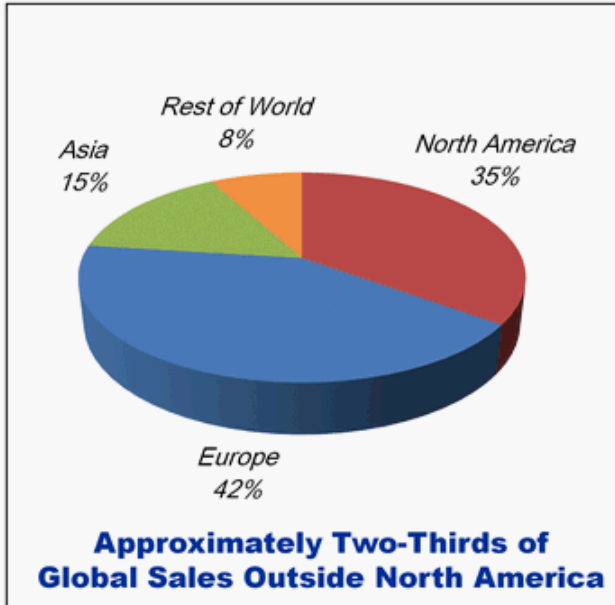


Geographic and Customer Sales Diversification

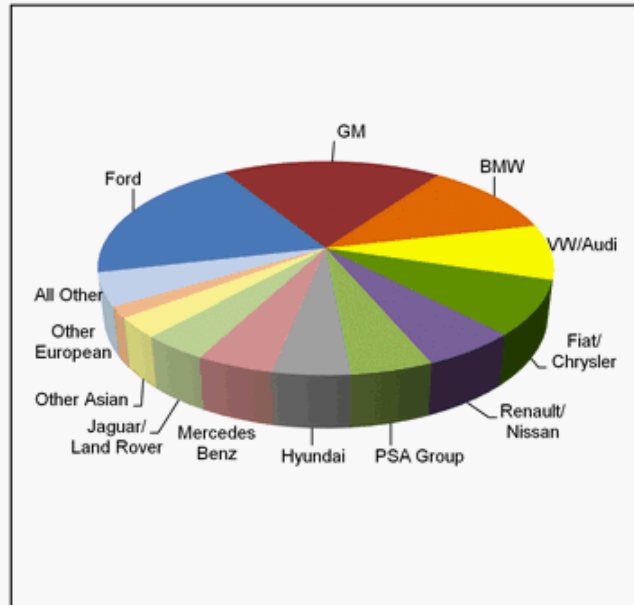


2011 First Half Consolidated Sales

Total Company



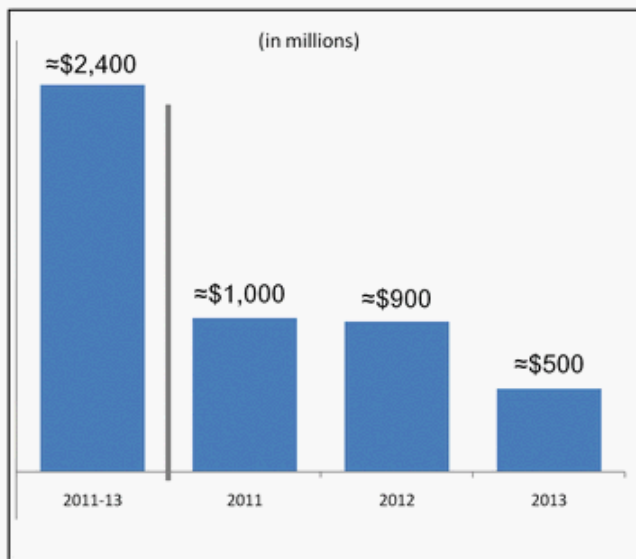
By Customer



2011 to 2013 Consolidated Sales Backlog*



2011 – 2013 Sales Backlog



- **By Product:**
 - Seating -- 60%
 - Electrical Power Management Systems -- 40%
- **By Region:**
 - North America -- 40%
 - Europe -- 35%
 - Asia -- 20%
 - South America -- 5%

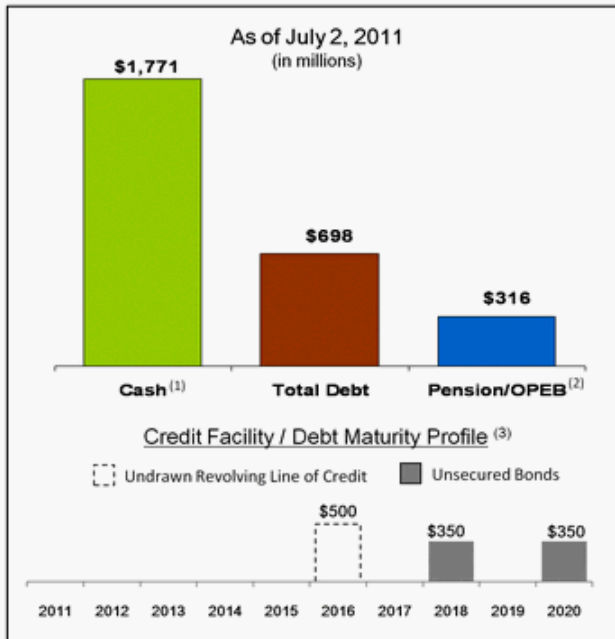
* As of August 4, 2011. Sales backlog assumes volumes based on IHS Automotive 7/15/2011 production forecast and a Euro exchange rate of \$1.40 / Euro. Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Strong Capital Structure and Liquidity*



Cash and Debt Balances



- One of the strongest balance sheets in the industry; more than twice as much cash as outstanding debt
- Improving credit metrics
- No outstanding debt maturities until 2018
- \$500 million credit facility provides additional liquidity with flexible terms and conditions
- Modest pension liability
 - Substantially all U.S. plans are frozen or at closed locations with no future benefit accruals

(1) Cash includes cash and cash equivalents

(2) Pension and OPEB underfunded levels as of 12/31/10

(3) Excludes approximately \$3 million of miscellaneous debt reflecting primarily debt at foreign wholly owned subsidiaries and consolidated joint ventures

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Strategic Overview



Strategic Direction*



- Seamless CEO transition; strong and experienced management team in place
- No major changes in strategy planned
 - Continued organic investment in emerging markets
 - Niche acquisitions to strengthen both core businesses
 - No major acquisitions needed or planned
 - Maintain strong balance sheet with investment grade credit metrics
- Lear well positioned to take advantage of industry recovery in mature markets and further growth in emerging markets

Targeting \$20 Billion In Sales

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



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Well Positioned for Future Profitable Growth Following Multi-Year Restructuring Initiative*



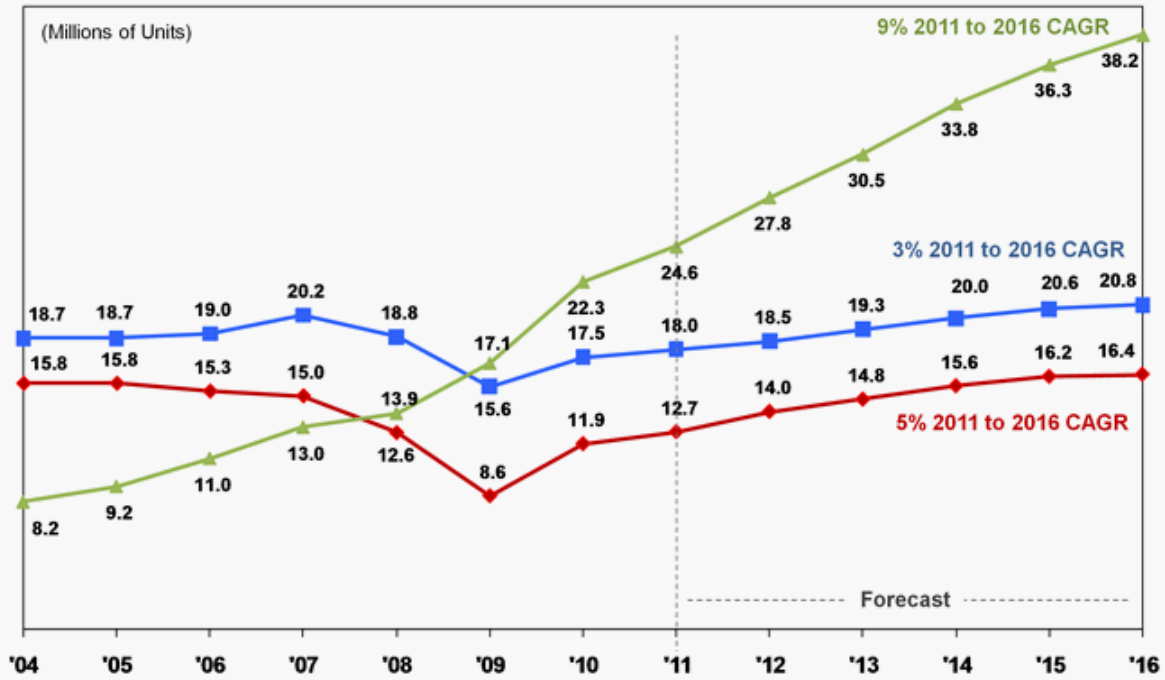
- Restructured global business operations and diversified sales (2005 to present)
 - Closed 44 manufacturing and 11 administrative facilities
 - Located 80% of component plants and 90% of related employment in 21 low-cost countries
 - Two-thirds of global sales outside of North America, with \$2 billion in BRIC markets
- Divested unprofitable Interior business (2007)
- Strong operating and financial momentum since mid-2009
 - Eight consecutive quarters of improved core operating earnings
 - Improved margins in both business segments
 - Present balance sheet strongest in history

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



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Industry Production North America, Europe and BRIC Markets*



Source: Wards, IHS and Company estimates

North America Europe BRIC

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

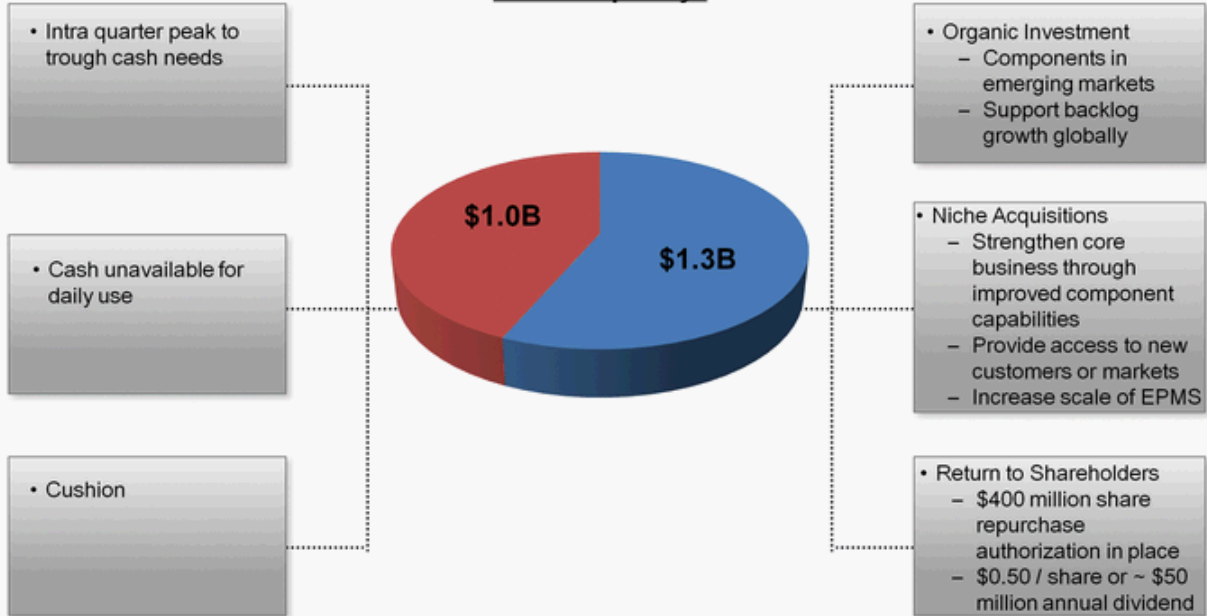


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Liquidity and Capital Allocation



Total Liquidity*

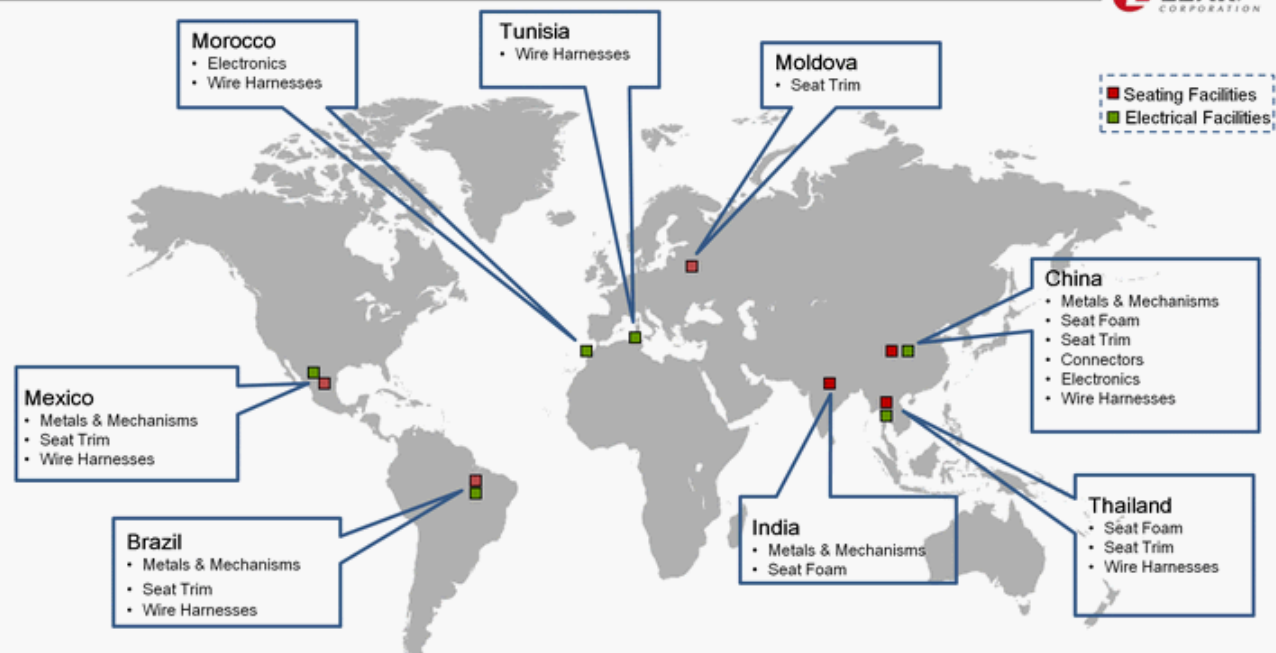


* Total liquidity includes \$1.8 billion of cash and \$500 million revolving credit facility as of July 2, 2011.



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New Investment in Component Capacity in Emerging Markets and Low-Cost Countries (2010-2012)*



Investing Approximately \$300 Million To Increase Low-Cost Component Capacity

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Electrical Power Management Systems



EPMS – Overview*



- EPMS forecasted 2011 sales on track for ~\$3.0+ billion; over 20% growth year-over-year
- Growing faster than the industry
- Global technical team of over 1,900 engineers specializing in software, hardware, mechanical & advanced materials and power electronics
- A highly competitive global footprint for both cost structure and partnering with our customers
- Continued momentum in Advanced Efficiency Systems segment:
 - Successful launch of Chevy Volt
 - Key awards with BMW, Coda, Daimler, Fisker, Land Rover, Renault, Nissan and VW

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Electrical Distribution and Power Management Systems



Wire Harnesses

- Low/high voltage wire harnesses
- Power distribution boxes
- Excellence in change management



Junction Boxes

- Passive junction boxes
- Smart junction boxes
- Solid state junction boxes



Terminals & Connectors

- Low/high voltage & high power systems
- Fuse & pre-fuse boxes
- Pin headers & bus bars



Body Electronics

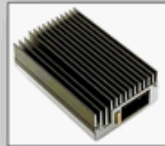
- Gateway modules
- Stand alone & highly integrated modules
- Battery monitoring systems



Advanced Efficiency Systems

- Charging systems
- High power distribution
- High power energy management

Selective Electronic Components



Audio

- 2 – 22 channel audio amplifiers
- Sound system integration and tuning expertise



Wireless Technology

- Passive entry systems
- Remote keyless entry



Lighting










- Interior/exterior lighting control
- Adaptive headlight control systems
- LED signal & matrix control

EPMS – Complete Systems Solutions



Uniquely positioned to leverage expertise in wiring, terminals & connectors and electronics for efficient electrical power management systems

Complete Architecture Solutions for Electrical Distribution and Power Management

Wiring / EDS	Terminals & Connectors	Electronics
<p>Power Distribution & Management</p> 		
<p>Control & Connectivity</p> 		
Advanced Efficiency Systems		
 <p>High Power Distribution</p>	 <p>Charging Systems</p>	 <p>Energy Management</p>

Innovating And Executing With Unrivalled Efficiency



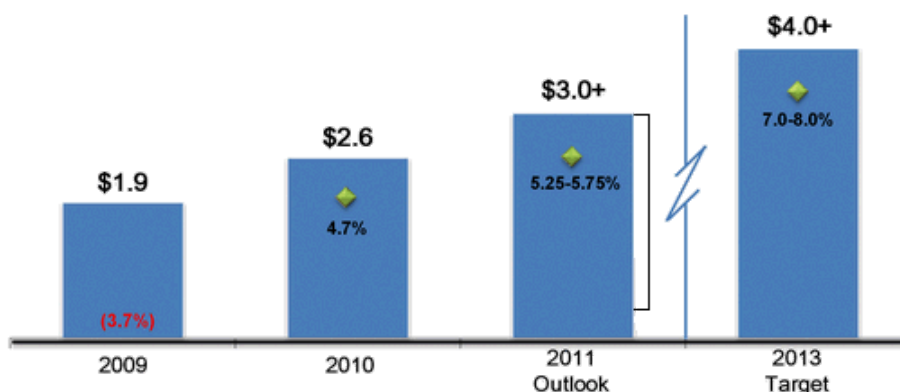
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EPMS – Financial Metrics*



(in billions)

Revenue and Adjusted Segment Margins



Key Priorities

Target Markets & Products	Leading & Efficient Innovation	Operational Excellence	Diversified Growth
<ul style="list-style-type: none"> • Prioritize fastest growing segments • ROIC focus and discipline for new investments 	<ul style="list-style-type: none"> • Total systems approach • Technology leadership in gateway communication and charging systems 	<ul style="list-style-type: none"> • Optimized footprint and utilization • Design for Quality, Material, Manufacturability and Cost 	<ul style="list-style-type: none"> • Continued focus on customer partnerships • Global platforms and emerging markets

* Adjusted segment margin represents pretax income (loss) before interest, other expense, restructuring costs and other special items divided by net sales. Please see slides titled "Non-GAAP Financial Information" and "Forward-Looking Statements" at the end of this presentation for further information.



EPMS – Alignment to Market Trends



Key Market Trends

Fuel Efficiency and
CO₂ Emissions



Connectivity &
Communication



Global Platforms



Affordable Cost
Structure



Consumer Demand
for Electrical Content
Growing Rapidly



Lear Alignment

Advanced Efficiency Systems

- Charging systems, distribution and energy management portfolio
- Implemented on 14 platforms with 9 customers
- 8 "First-to-Market" technologies

Wireless and Gateway Solutions

- Passive entry and 2-way RF solutions
- Industry leading Bus communication / connectivity applications
- Capable to fully integrate electronics (Gateway, Body, Wireless, etc.)

Global Infrastructure

- Engineering centers of excellence in North America, Europe and Asia
- Manufacturing presence in 18 countries with recent expansion in Brazil, Thailand, India, China and North Africa

Efficiency

- Total systems approach to product development
- Optimized engineering / manufacturing footprint
- Total supply chain management and engagement
- Cost technology optimization focused initiatives

Product Development Focus

- More than 1,900 engineers globally including 500 software engineers
- 4 Engineering Centers of Excellence
- 29 "First-to-Market" technologies
- Approximately 1,000 patents / patents pending



EPMS – Strategic Priorities



Growth

Operational Excellence

Selective Technology Investment

The Lear Team



2011 Financial Outlook



Full Year 2011 Outlook

Vehicle Production, Euro and Key Commodities*



Vehicle Production (in millions)	2011 Outlook	Memo: Change From Prior Year
<u>Mature Markets</u>		
Europe	18.0	up 3%
North America	12.7	up 6%
Japan	7.2	down 19%
<u>Emerging Markets</u>		
China	15.8	up 7%
Brazil	3.3	up 4%
India	3.8	up 20%
Russia	1.7	up 30%
Global	74.5	up 4%
<u>Key Currency</u>		
Euro	\$ 1.40 / €	up 5%
<u>Key Commodities</u>		
Steel	≈ \$ 0.50 / lb.	up 25%
Copper	≈ \$ 4.40 / lb.	up 28%

Sources: IHS Automotive and Company estimates

* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Full Year 2011 Financial Outlook*



	Full Year 2011 Financial Outlook
Net Sales	\$13.4 to \$13.8 billion
Core Operating Earnings	\$740 to \$780 million
Pretax income before interest, other expense, restructuring costs and other special items	
Depreciation and Amortization	≈ \$260 million
Interest Expense	≈ \$45 million
Pretax Income before restructuring costs and other special items	\$695 to \$735 million
Tax Expense excluding restructuring costs and other special items	≈ \$135 million
Adjusted Net Income Attributable to Lear	\$530 to \$570 million
Adjusted Earnings Per Share	\$4.95 to \$5.30 per share
Pretax Operational Restructuring Costs	≈ \$100 million
Capital Spending	≈ \$325 million
Free Cash Flow	≈ \$425 million

* Please see slides titled "Non-GAAP Financial Information" and "Forward-Looking Statements" at the end of this presentation for further information.



Summary



Summary*



- Seamless CEO transition
 - Strong and experienced management team in place
- Positioned for industry recovery in mature markets and continued industry growth in emerging markets
 - Diversified sales and customer base serving all of the world's major automakers
 - Strong global position and low-cost footprint
- Balance sheet strongest in our history
- Leader in product quality, customer service and innovation

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Q & A



Non-GAAP Financial Information



In addition to the results reported in accordance with accounting principles generally accepted in the United States ("GAAP") included throughout this presentation, the Company has provided information regarding "pretax income (loss) before interest, other expense, restructuring costs and other special items" (core operating earnings), "pretax income before restructuring costs and other special items," "adjusted net income attributable to Lear," "adjusted diluted net income per share attributable to Lear" (adjusted earnings per share), "tax expense excluding restructuring costs and other special items" and "free cash flow" (each, a non-GAAP financial measure). Other expense includes, among other things, equity in net income of affiliates, non-income related taxes, foreign exchange gains and losses, gains and losses related to certain derivative instruments and hedging activities and gains and losses on the sales of assets. Adjusted net income attributable to Lear and adjusted earnings per share represent net income attributable to Lear and diluted net income per share attributable to Lear, respectively, adjusted for restructuring costs and other special items, including the tax effect thereon, and other discrete tax items. Free cash flow represents net cash provided by operating activities less capital expenditures.

Management believes the non-GAAP financial measures used in this presentation are useful to both management and investors in their analysis of the Company's financial position and results of operations. In particular, management believes that core operating earnings, pretax income before restructuring costs and other special items, adjusted net income attributable to Lear, adjusted earnings per share and tax expense excluding restructuring costs and other special items are useful measures in assessing the Company's financial performance by excluding certain items that are not indicative of the Company's core operating performance or that may obscure trends useful in evaluating the Company's continuing operating activities. Management also believes that these measures are useful to both management and investors in their analysis of the Company's results of operations and provide improved comparability between fiscal periods. Management believes that free cash flow is useful to both management and investors in their analysis of the Company's ability to service and repay its debt. Further, management uses these non-GAAP financial measures for planning and forecasting future periods.

Core operating earnings, pretax income before restructuring costs and other special items, adjusted net income attributable to Lear, adjusted earnings per share, tax expense excluding restructuring costs and other special items and free cash flow should not be considered in isolation or as a substitute for pretax income, net income attributable to Lear, diluted net income per share attributable to Lear, cash provided by operating activities or other statement of operations or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or other discretionary uses. Also, these non-GAAP financial measures, as determined and presented by the Company, may not be comparable to related or similarly titled measures reported by other companies.

Set forth on the following slides, are reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP. Given the inherent uncertainty regarding special items and other expense in any future period, a reconciliation of forward-looking financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is not feasible. The magnitude of these items, however, may be significant.



Non-GAAP Financial Information Segment Earnings



(in millions)	<u>2009</u>	<u>2010</u>
Seating	\$ 237.3	\$ 655.0
Electrical power management	<u>(155.8)</u>	<u>100.5</u>
Segment earnings	81.5	755.5
Corporate and geographic headquarters and elimination of intercompany activity	<u>(177.8)</u>	<u>(217.1)</u>
Pretax income (loss) before interest and other expense	\$ (96.3)	\$ 538.4
Goodwill impairment charges	319.0	-
Reorganization items and fresh start accounting adjustments, net	(1,474.8)	-
Interest expense	162.5	55.4
Other (income) expense, net	<u>65.3</u>	<u>(3.0)</u>
Pretax income	<u>\$ 831.7</u>	<u>\$ 486.0</u>

* Includes equity in net income of affiliates.



Non-GAAP Financial Information Adjusted Segment Earnings – EPMS



(in millions)	2009	2010
Sales	\$ 1,926.7	\$ 2,559.3
Segment earnings	\$ (155.8)	\$ 100.5
Costs related to restructuring actions	79.4	18.9
Impact of fresh start accounting / other	5.8	0.2
Adjusted segment earnings	\$ (70.6)	\$ 119.6



Forward-Looking Statements



This presentation 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 presentation 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; competitive conditions impacting the Company and its key customers and suppliers; 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 carryforwards; the impact of any failure by the United States or any other country to satisfy its obligations, a downgrade (or the prospect of a downgrade) of credit ratings assigned to any such obligations and other similar developments relating to the global credit markets and economic conditions; the impact of pending and future governmental actions in the United States or any other country to address budget deficits through reductions in spending and/or revenue increases; 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.

This presentation makes reference to the Company's sales backlog. The Company's sales backlog reflects anticipated net sales from formally awarded new programs net of lost and cancelled programs. The calculation of the sales backlog does not reflect customer price reductions on existing or newly awarded programs. The sales backlog may be impacted by various assumptions embedded in the calculation, including vehicle production levels on new programs, foreign exchange rates and the timing of major program launches. For purposes of this presentation, the sales backlog includes data for the full years 2011-2013.

The forward-looking statements in this presentation 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.

