

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): FEBRUARY 13, 2002

LEAR CORPORATION

(Exact name of Registrant as specified in its charter)

DELAWARE

1-11311

13-3386776

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification
Number)

21557 TELEGRAPH ROAD, SOUTHFIELD, MICHIGAN

48034

(Address of principal executive offices)

(Zip Code)

(248) 447-1500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

This Form 8-K is being filed to file the press releases issued by Lear Corporation on February 13 and 14, 2002, copies of which are attached as Exhibits 99.1 and 99.2 and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Press release issued February 13, 2002, filed herewith.
- 99.2 Press release issued February 14, 2002, filed herewith.

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,
a Delaware corporation

Date: February 14, 2002

By: /s/ Joseph F. McCarthy

Name: Joseph F. McCarthy
Title: Vice President, Secretary
and General Counsel

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press release issued February 13, 2002, filed herewith.
99.2	Press release issued February 14, 2002, filed herewith.

Lear Corporation Announces Offering of Zero-Coupon Convertible Senior Notes Due 2022

SOUTHFIELD, Mich., Feb. 13 - Lear Corporation (NYSE: LEA) announced today that it intends to offer Zero-Coupon Convertible Senior Notes due 2022 yielding gross proceeds of up to \$250 million in a private unregistered offering. The notes will be convertible into Lear Corporation common stock upon certain conditions being satisfied. Cash interest will generally not be payable on the notes but may accrue in certain circumstances. The notes are expected to have a 20-year maturity and be redeemable at Lear's option beginning in 2007. Holders of the notes will have the right to require Lear to purchase their notes under certain circumstances. Lear Corporation will use the net proceeds of the offering to repay indebtedness under its revolving credit facility.

The notes and the common stock issuable upon conversion of the notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes or the common stock issuable upon the conversion of the notes. This press release is being issued pursuant to Rule 135c under the Securities Act of 1933, as amended.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual events and results may differ materially from those anticipated as a result of certain risks and uncertainties, including but not limited to conditions in the financial markets, Lear's financial objectives, conditions to the completion of the offering and other factors. These forward-looking statements are made as of the date hereof, and Lear does not assume any obligation to update them.

Lear Corporation, a Fortune 150 Company headquartered in Southfield, Mich., USA, focuses on automotive interior systems and is the world's fifth-largest automotive supplier. Net sales in 2001 were \$13.6 billion. The Company's world-class products are designed, engineered and manufactured by over 100,000 employees in more than 300 facilities located in 33 countries. Information about Lear and its products is available on the internet at www.lear.com.

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LEAR CORPORATION ANNOUNCES TERMS OF
ZERO-COUPON CONVERTIBLE SENIOR NOTES

Southfield, Michigan (February 14, 2002) -- Lear Corporation (NYSE: LEA) announced today the basic terms of its previously announced Zero-Coupon Convertible Senior Notes due February 2022 (the "Notes") being offered in a private unregistered offering.

The Notes have the following terms:

Amount:	\$200 million (gross proceeds), excluding initial purchasers' option to purchase additional notes yielding gross proceeds of up to \$50 million. The principal amount of the Notes will accrete until maturity.
Coupon:	0%
Yield to Maturity:	4.75%
Conversion Premium:	25%
Initial Conversion Price:	\$52
Conversion Rights:	The Notes will be convertible into Lear common stock if the average per share sale price of Lear common stock for the 20 trading days immediately prior to the conversion date is at least a specified percentage beginning at 120% and declining 1/2% each year thereafter until it reaches 110% at maturity, of the accreted value of a Note, divided by the conversion rate. The Notes are also convertible if Lear calls the Notes for redemption and upon other specified corporate transaction occurrences and certain rating changes.
Dilutive Effect:	There is no immediate dilution for Lear shareholders. The shares associated with the conversion of the Notes are not expected to be included in Lear's diluted shares calculation until Lear common stock attains a specified value, initially \$62.40 per share, for at least 20 trading days.
Investor Put Options:	Investors may put the Notes to Lear on February 20, 2007, 2012 and 2017 at their accreted value.

Call Protection: Lear may call the Notes any time after February 20, 2007.

Final Maturity: February 20, 2022.

As previously announced, Lear intends to use the proceeds of the Notes primarily to repay debt under its revolving credit facility.

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