
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): August 9, 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 5—Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(b), (c), (d) and (e)

On August 10, 2011, Lear Corporation (the “Company”) announced that the Board of Directors of the Company (the “Board”) has elected Matthew J. Simoncini as the new Chief Executive Officer and President of the Company, effective September 1, 2011. Mr. Simoncini has also been appointed as a director of the Company, effective September 1, 2011, for a term ending at the 2012 annual meeting of stockholders of the Company. Mr. Simoncini replaces Robert E. Rossiter, who will resign as Chief Executive Officer and President and a director of the Company on September 1, 2011. Mr. Rossiter will continue as an employee of the Company in a transition and advisory role until May 31, 2012. The Company will begin a search for Mr. Simoncini’s successor as Chief Financial Officer.

Mr. Simoncini, age 50, currently serves as the Company’s Senior Vice President and Chief Financial Officer, a position he has held since October 2007. Previously, he served in other positions at the Company, including as Senior Vice President, Finance and Chief Accounting Officer since August 2006, Vice President, Global Finance since February 2006, Vice President of Operational Finance since June 2004, Vice President of Finance — Europe since 2001 and prior to 2001, in various senior financial management positions for both the Company and UT Automotive.

In connection with the transition, on August 9, 2011, the Company and Mr. Simoncini entered into an Amended and Restated Employment Agreement (the “CEO Agreement”), effective September 1, 2011. Pursuant to the CEO Agreement, Mr. Simoncini will receive an initial annual base salary of \$1,100,000. The CEO Agreement also contains terms substantially similar to those in Mr. Simoncini’s employment agreement prior to this amendment and restatement, including severance benefits equal to two-times his base salary and target annual incentive amount upon his termination under certain circumstances and restrictive covenants relating to non-competition, confidential information and non-solicitation of the Company’s employees and customers. However, the CEO Agreement no longer provides for change in control excise tax gross-up payments.

Mr. Simoncini will continue to be eligible for awards under the Company’s incentive plans and to participate in the Company’s other benefit plans and programs, in effect from time to time. The Board also approved initial target annual incentive compensation for Mr. Simoncini equal to 125% of his base salary and the grant on September 1, 2011 to Mr. Simoncini of a supplemental equity award with an aggregate grant date value of \$1,349,000, 75% of which will be in the form of performance shares for the three-year performance period ending December 31, 2013 and 25% of which will be in the form of restricted stock units vesting on February 16, 2014 (together, the “Supplemental Award”). The Supplemental Award is otherwise subject to the standard restricted stock unit and performance share terms and conditions previously filed by the Company.

In addition, on August 9, 2011, the Company and Mr. Rossiter entered into an Amended and Restated Employment Agreement (the “Rossiter Agreement”), effective September 1, 2011. Under the Rossiter Agreement, Mr. Rossiter will serve as an employee of the Company in a transition and advisory role and continue to receive his base salary at its current rate through May 31, 2012, but shall not be entitled to any severance benefits. In addition, the Rossiter Agreement no longer provides for change in control excise tax gross-up payments. The Rossiter Agreement otherwise contains terms substantially similar to those of Mr. Rossiter’s employment agreement in effect prior to this amendment and restatement, including restrictive covenants relating to non-competition, confidential information and non-solicitation of the Company’s employees and customers. The term of the Rossiter Agreement expires on May 31, 2012. During the term of the Rossiter Agreement, Mr. Rossiter will continue to be eligible for awards under the Company’s incentive plans and will participate in the Company’s other benefit plans and programs, in effect from time to time.

A copy of the press release announcing Mr. Simoncini’s appointment as Chief Executive Officer and President and Mr. Rossiter’s retirement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 8 — Other Events

Item 8.01 Other Events

On August 10, 2011, the Company announced that the Board has declared a \$0.125 per share quarterly cash dividend on the Company's common stock. A copy of the press release is attached hereto as Exhibit 99.2 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 August 10, 2011, announcing the appointment of a new Chief Executive Officer and President
99.2	Press Release, dated August 10, 2011, announcing a quarterly cash dividend

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: August 10, 2011

By: /s/ Terrence B. Larkin

Name: Terrence B. Larkin

Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

Lear Contact:
Mel Stephens
(248) 447-1624

Lear Elects Matt Simoncini Chief Executive Officer;
Bob Rossiter to Step Down as CEO After 40 Years of Service

SOUTHFIELD, Michigan, August 10, 2011 — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical power management systems, today announced that Matt Simoncini (50), senior vice president and chief financial officer, has been elected chief executive officer and president effective September 1, 2011. Mr. Simoncini will also join Lear's Board of Directors on September 1, 2011. Mr. Simoncini will succeed Bob Rossiter (65), who will step down as CEO, president and a director of Lear on September 1, 2011 and remain in an advisory role until May 2012 to assist with the transition.

"Bob has been an exceptional leader and a driving force in building Lear Corporation into a world-class global enterprise with nearly \$14 billion in annual sales and 200 facilities in 35 countries supported by 93,000 employees. Bob fostered a culture of the highest business integrity, industry leading customer service and support of the communities where Lear does business. On behalf of Lear's Board of Directors and its customers, suppliers, employees and shareholders, I want to sincerely thank Bob for his dedicated service," said Henry D. G. Wallace, non-executive chairman.

"I have been involved in the CEO succession process with the Board and I am very supportive of the selection of Matt Simoncini to succeed me," said Mr. Rossiter. "I have worked closely with Matt over the years and I am confident that I am turning over Lear to very capable hands," added Mr. Rossiter.

"Matt has worked at Lear and its predecessor companies for 15 years in positions of increasing responsibility, including a tour of duty in Europe (biography and picture are attached). He is passionate about the business and he is an inspirational leader. Matt is very knowledgeable about Lear's global operations, customers, products and employees, and he exemplifies the Company's core values of integrity, quality and customer service. He successfully led the Company's financial restructuring and has been instrumental in re-positioning Lear for long-term success. Matt has been an exceptional chief financial officer, has led the Company's strategic planning efforts and he is now ready to assume the role as chief executive officer," added Mr. Wallace.

"Lear is truly a great company, and I am honored to have been elected as CEO. Bob is leaving the Company in a very strong competitive position, with positive earnings momentum, the best team in the industry and significant cash resources to fund future growth. I look forward to continuing to deliver superior quality and customer service and to sustaining Lear's positive momentum," commented Mr. Simoncini.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical power management systems. The Company's world-class products are designed, engineered and manufactured by a diverse team of approximately 93,000 employees located in 35 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 on the internet at <http://www.lear.com>.

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FOR IMMEDIATE RELEASE

Lear Contacts:
Mel Stephens
(248) 447-1624

Ed Lowenfeld
(248) 447- 4380

Lear Declares Quarterly Cash Dividend

SOUTHFIELD, Michigan, August 10, 2011 — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical power management systems, today announced that its Board of Directors has declared a quarterly cash dividend of \$0.125 per share on the company's common stock. The dividend is payable on September 21, 2011 to shareholders of record at the close of business on September 2, 2011.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical power management systems. The Company's world-class products are designed, engineered and manufactured by a diverse team of approximately 93,000 employees located in 35 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 on the internet at <http://www.lear.com>.

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