
**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) April 25, 2014

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, Michigan
(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 2 – Financial Information**Item 2.02 Results of Operations and Financial Condition.**

On April 25, 2014, Lear Corporation issued a press release reporting financial results for the first quarter of 2014 and increasing its financial outlook for the full year of 2014. A copy of the press release is 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

99.1 Press release issued April 25, 2014, furnished 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

Date: April 25, 2014

By: /s/ Jeffrey H. Vanneste
Name: Jeffrey H. Vanneste
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued April 25, 2014, furnished herewith.

FOR IMMEDIATE RELEASE

Investor / Media Contact:**Mel Stephens
(248) 447-1624****Investor Contact:****Ed Lowenfeld
(248) 447- 4380****Lear Reports Strong First Quarter Financial Results
and Increases 2014 Financial Outlook**

SOUTHFIELD, Michigan, April 25, 2014 — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical distribution systems, today reported financial results for the first quarter. Highlights include:

- Sales of \$4.4 billion, up 10% from a year ago, with both business segments growing faster than the industry
- Core operating earnings of \$243 million, up 21%; adjusted earnings per share of \$1.84, up 42%
- Seating sales up 11% and earnings up 8%
- Record sales and earnings in Electrical; 18th consecutive quarter of year-over-year margin improvement
- Completed \$325 million debt refinancing; lowered average interest rate and extended debt maturity profile
- Increased quarterly cash dividend per share by 18%
- Completed \$800 million accelerated share repurchase program that was initiated in April 2013
- Increased full year outlook for sales, core operating earnings and free cash flow

Business Conditions

In the first quarter, global vehicle production increased 5% from a year ago, reflecting production increases in each of the three largest automotive markets in the world. Production was up 11% in China, 7% in Europe & Africa and 6% in North America. Production was down 8% in South America.

“In the first quarter, we continued our positive sales and earnings momentum,” said Matt Simoncini, Lear’s president and chief executive officer. “With a strong start to 2014, we are on track to deliver our fifth consecutive year of higher sales and earnings per share. Our strong financial results reflect the investments that we have made to strengthen our product offerings, improve our cost structure and grow our business. Consistent with our strategy, we plan to continue to invest in value-creation opportunities in our core Seating and Electrical businesses, while maintaining a strong and flexible financial position.”

(more)

First Quarter 2014 Financial Results

For the first quarter of 2014, Lear reported sales of \$4.4 billion, core operating earnings of \$243 million, net income of \$122 million and adjusted earnings per share of \$1.84. This compares with sales of \$3.9 billion, core operating earnings of \$201 million, net income of \$109 million and adjusted earnings per share of \$1.30 in the first quarter of 2013.

In the Seating segment, sales were up 11% to \$3.2 billion, reflecting the addition of new business and higher production on key platforms. Adjusted segment earnings were \$177 million or 5.5% of sales. Earnings increased from last year, primarily reflecting the increase in sales and favorable operating performance, partially offset by the impact of key program changeovers.

Our Electrical segment continues to deliver record sales and earnings, driven by an industry leading cost structure, favorable industry growth trends and market share gains. Sales grew by 10% to a record \$1.1 billion, driven by the addition of new business. Adjusted segment earnings were a record \$139 million or 12.3% of sales. Earnings increased from last year, reflecting operating efficiencies, as well as the increase in sales.

In the first quarter of 2014, free cash flow was a use of \$151 million, and net cash used in operating activities was \$54 million. The free cash flow use in the first quarter reflects the timing of our fiscal quarter-end on March 29.

A reconciliation of core operating earnings to pretax income before equity income, adjusted earnings per share to diluted net income per share attributable to Lear, adjusted segment earnings to reported segment earnings and free cash flow to net cash provided by (used in) operating activities, in each case as determined in accordance with accounting principles generally accepted in the United States (GAAP), is provided in the attached supplemental data pages.

Debt Refinancing

During the first quarter, we improved our financial flexibility by reducing our overall borrowing costs and extending our debt maturity profile. In March, we issued \$325 million of 5.375% senior unsecured notes due in 2024 and used the proceeds to fully redeem our 7.875% senior unsecured notes due in 2018 and to partially redeem our 8.125% senior unsecured notes due in 2020. Following this transaction, Lear has no outstanding debt maturities until 2020.

Share Repurchase Program

On March 31, we completed the \$800 million accelerated share repurchase (ASR) program that was initiated in April 2013. The total number of shares purchased was approximately 11.9 million and the total cost of the program was \$855 million, \$55 million higher than originally estimated reflecting a higher average stock price over the life of the program. Following the completion of the ASR program, Lear has \$695 million in remaining repurchase authorization over the next two years.

Since initiating the share repurchase program in early 2011, Lear has repurchased 27.1 million shares of its common stock. This represents a reduction of approximately 25% of our shares outstanding at the time we began the program.

Full Year 2014 Financial Outlook

Lear has increased its full year 2014 financial outlook for sales, core operating earnings and free cash flow.

Our 2014 financial outlook is based on industry vehicle production assumptions of 16.8 million units in North America and 20.0 million units in Europe & Africa, both in-line with the prior outlook, and 21.2 million units in China, up 2% from the prior outlook. Lear's financial guidance is based on an average full year exchange rate of \$1.38/Euro, up 2% from the prior outlook.

Sales in 2014 are expected to be in the range of \$17.2 to \$17.7 billion, up \$300 million from the prior outlook. Core operating earnings are expected to be in the range of \$935 to \$985 million, up \$25 million from the prior outlook, and free cash flow is expected to be in the range of \$375 to \$425 million, up \$25 million from the prior outlook.

Pretax income before restructuring costs and other special items is estimated to be in the range of \$870 to \$920 million. Tax expense, excluding the impact of restructuring costs and other special items, is expected to be in the range of \$260 to \$275 million, resulting in an effective tax rate of approximately 30%. Adjusted net income attributable to Lear is expected to be in the range of \$580 to \$615 million.

The outlook for pretax operational restructuring costs, capital spending and depreciation and amortization expense is unchanged at approximately \$65 million, \$450 million and \$310 million, respectively.

Webcast Information

Lear will webcast a conference call to review the Company's first quarter 2014 financial results and related matters on April 25, 2014, at 8:00 a.m. Eastern Time, through the investor relations link at <http://www.lear.com>. In addition, the conference call can be accessed by dialing 1-800-789-4751 (domestic) or 1-973-200-3975 (international). The audio replay will be available two hours following the call at 1-855-859-2056 (domestic) or 1-404-537-3406 (international) and will be available until May 8, 2014, with a Conference I.D. of 14996256.

Non-GAAP Financial Information

In addition to the results reported in accordance with GAAP included throughout this press release, the Company has provided information regarding "pretax income before equity income, interest, other expense, restructuring costs and other special items" (core operating earnings or adjusted segment 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 the impact of restructuring costs and other special items" and

“free cash flow” (each, a non-GAAP financial measure). Other expense includes, among other things, non-income related taxes, foreign exchange gains and losses, gains and losses related to certain derivative instruments and hedging activities, gains and losses on the extinguishment of debt and gains and losses on the disposal of fixed 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. Free cash flow represents net cash provided by (used in) operating activities less adjusted capital expenditures. Adjusted capital expenditures represent capital expenditures, net of related insurance proceeds.

Management believes the non-GAAP financial measures used in this press release 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 the impact of 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 the impact of restructuring costs and other special items and free cash flow should not be considered in isolation or as a substitute for pretax income before equity income, net income attributable to Lear, diluted net income per share attributable to Lear, cash provided by (used in) operating activities or other income statement 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.

For reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, see the attached supplemental data pages which, together with this press release, have been posted on the Company’s website through the investor relations link at <http://www.lear.com>.

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.

Forward-Looking Statements

This press release 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 press release 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; the impact of regulations on the Company’s foreign operations; the operational and financial success of the Company’s joint ventures; competitive conditions impacting the Company and its key customers and suppliers; disruptions to the Company’s information technology systems; 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; the impact of new regulations related to conflict minerals; 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; global sovereign fiscal matters and creditworthiness, including potential defaults and the related impacts on economic activity, including the possible effects on credit markets, currency values, monetary unions, international treaties and fiscal

policies; and other risks described in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and its other 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.

Information in this press release relies on assumptions in the Company's sales backlog. The Company's sales backlog reflects anticipated net sales from formally awarded new programs less lost and discontinued 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.

The forward-looking statements in this press release 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.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical distribution systems. The Company's world-class products are designed, engineered and manufactured by a diverse team of approximately 122,000 employees located in 36 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 at lear.com.

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Lear Corporation and Subsidiaries
Condensed Consolidated Statements of Income

(Unaudited; in millions, except per share amounts)

	Three Month Period Ended	
	March 29, 2014	March 30, 2013
Net sales	\$4,359.8	\$3,947.1
Cost of sales	3,999.3	3,634.7
Selling, general and administrative expenses	136.7	129.6
Amortization of intangible assets	8.5	8.6
Interest expense	16.8	16.7
Other expense, net	29.2	10.7
Consolidated income before income taxes and equity in net income of affiliates	169.3	146.8
Income taxes	52.7	37.9
Equity in net income of affiliates	(12.0)	(8.0)
Consolidated net income	128.6	116.9
Net income attributable to noncontrolling interests	6.6	8.4
Net income attributable to Lear	<u>\$ 122.0</u>	<u>\$ 108.5</u>
Diluted net income per share attributable to Lear	<u>\$ 1.47</u>	<u>\$ 1.13</u>
Weighted average number of diluted shares outstanding	<u>82.8</u>	<u>95.9</u>

Lear Corporation and Subsidiaries
Condensed Consolidated Balance Sheets

(In millions)

	<u>March 29,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
	(Unaudited)	(Audited)
ASSETS		
Current:		
Cash and cash equivalents	\$ 919.4	\$ 1,137.7
Accounts receivable	3,027.8	2,278.3
Inventories	872.0	818.7
Other	741.8	687.8
	<u>5,561.0</u>	<u>4,922.5</u>
Long-Term:		
PP&E, net	1,635.3	1,587.2
Goodwill	755.6	757.2
Other	1,046.3	1,064.0
	<u>3,437.2</u>	<u>3,408.4</u>
Total Assets	<u>\$ 8,998.2</u>	<u>\$ 8,330.9</u>
LIABILITIES AND EQUITY		
Current:		
Accounts payable and drafts	\$ 2,882.0	\$ 2,438.7
Accrued liabilities	1,287.4	1,140.4
	<u>4,169.4</u>	<u>3,579.1</u>
Long-Term:		
Long-term debt	1,068.6	1,057.1
Other	517.7	545.2
	<u>1,586.3</u>	<u>1,602.3</u>
Equity	<u>3,242.5</u>	<u>3,149.5</u>
Total Liabilities and Equity	<u>\$ 8,998.2</u>	<u>\$ 8,330.9</u>

Lear Corporation and Subsidiaries
Supplemental Data

(Unaudited; in millions, except content per vehicle and per share amounts)

	Three Months Ended	
	March 29, 2014	March 30, 2013
Net Sales		
Europe and Africa	\$ 1,788.1	\$ 1,525.9
North America	1,596.0	1,510.6
Asia	752.8	670.4
South America	222.9	240.2
Total	<u>\$ 4,359.8</u>	<u>\$ 3,947.1</u>
Content Per Vehicle ¹		
Europe and Africa	\$ 345	\$ 310
North America	\$ 382	\$ 376
Free Cash Flow ^{2, 3}		
Net cash provided by (used in) operating activities	\$ (54.2)	\$ 63.8
Adjusted capital expenditures	(96.4)	(91.6)
Free cash flow	<u>\$ (150.6)</u>	<u>\$ (27.8)</u>
Depreciation and Amortization		
	\$ 74.5	\$ 66.4
Diluted Shares Outstanding at end of quarter ⁴		
	82,862,956	93,405,933
Core Operating Earnings ²		
Consolidated income before income taxes and equity in net income of affiliates	\$ 169.3	\$ 146.8
Interest expense	16.8	16.7
Other expense, net	29.2	10.7
Pretax income before equity income, interest and other expense	215.3	174.2
Restructuring costs and other special items—		
Costs related to restructuring actions	25.3	18.4
Costs related to proxy contest	—	2.6
Losses and incremental costs related to the destruction of assets	—	5.8
Other	2.6	—
Core operating earnings	<u>\$ 243.2</u>	<u>\$ 201.0</u>
Adjusted Net Income Attributable to Lear ²		
Net income attributable to Lear	\$ 122.0	\$ 108.5
Restructuring costs and other special items—		
Costs related to restructuring actions	25.3	18.4
Costs related to proxy contest	—	2.6
Losses and incremental costs related to the destruction of assets	—	5.8
Loss on redemption of bonds	17.5	3.6
Other	2.6	—
Tax impact of special items and other net tax adjustments ⁵	(15.4)	(14.5)
Adjusted net income attributable to Lear	<u>\$ 152.0</u>	<u>\$ 124.4</u>
Weighted average number of diluted shares outstanding	<u>82.8</u>	<u>95.9</u>
Diluted net income per share attributable to Lear	<u>\$ 1.47</u>	<u>\$ 1.13</u>
Adjusted earnings per share	<u>\$ 1.84</u>	<u>\$ 1.30</u>

¹ Content Per Vehicle for 2013 has been updated to reflect actual production levels.

² See “Non-GAAP Financial Information” included in this press release.

³ Adjusted capital expenditures represent capital expenditures of \$96.4 million and \$98.7 million in 2014 and 2013, respectively, net of related insurance proceeds of \$7.1 million in 2013.

⁴ Calculated using stock price at end of quarter.

⁵ Represents the tax effect of restructuring costs and other special items, as well as several discrete tax items. The identification of these tax items is judgmental in nature and their calculation is based on various assumptions and estimates.

Lear Corporation and Subsidiaries
Supplemental Data

(Unaudited; in millions, except margins)

	Three Months Ended	
	March 29, 2014	March 30, 2013
Adjusted Segment Earnings		
Seating		
Net sales	\$3,225.9	\$2,911.7
Segment earnings	\$ 152.2	\$ 141.4
Costs related to restructuring actions	22.3	16.6
Losses and incremental costs related to the destruction of assets	—	5.8
Other	2.1	—
Adjusted segment earnings	\$ 176.6	\$ 163.8
Adjusted segment margins	5.5%	5.6%
Electrical		
Net sales	\$1,133.9	\$1,035.4
Segment earnings	\$ 138.3	\$ 89.0
Costs related to restructuring actions	1.0	0.7
Adjusted segment earnings	\$ 139.3	\$ 89.7
Adjusted segment margins	12.3%	8.7%