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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 12, 2016**

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**LEAR CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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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 8 – Other Events**

### **Item 8.01 Other Events.**

On February 12, 2016, Lear Corporation (the “Company”) announced that its Board of Directors has declared a \$0.30 per share quarterly cash dividend on the Company’s common stock and authorized an increase in the Company’s share repurchase authorization to \$1 billion while maintaining the authorization period until December 31, 2017.

Additionally, on February 12, 2016, the Board of Directors determined that the Company’s 2016 annual meeting of stockholders will be held at the Company’s Corporate Headquarters at 21557 Telegraph Road, Southfield, Michigan 48033, on May 19, 2016, at 9:00 a.m. Eastern Time. The record date for determination of stockholders entitled to notice of, and to vote at, the 2016 annual meeting of stockholders is March 24, 2016.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued February 12, 2016

**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: February 12, 2016

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 February 12, 2016

FOR IMMEDIATE RELEASE

**Media Contact:****Mel Stephens**  
**(248) 447-1624****Investor Contact****John Trythall**  
**(248) 447- 4336****Lear Increases Share Repurchase Authorization to \$1 Billion and Increases Cash Dividend by 20%**

**SOUTHFIELD, Michigan, February 12, 2016** — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical systems, today announced that its Board of Directors has authorized an increase in the Company's share repurchase authorization to \$1 billion while maintaining the authorization period until December 31, 2017. In addition, the Board increased by 20% the quarterly cash dividend on the Company's common stock from \$0.25 per share to \$0.30 per share. The next dividend is payable on March 23, 2016 to shareholders of record at the close of business on March 2, 2016.

"The Lear Board of Directors is committed to delivering superior returns to shareholders," said Henry D. G. Wallace, Lear's Non-Executive Chairman. "The shareholder actions announced today demonstrate the confidence Lear's Board of Directors has in the Company's outlook. The Board believes that the Company's balanced strategy of investing in the business and consistently returning cash to shareholders, while maintaining a strong and flexible balance sheet, will allow Lear to profitably grow and create significant value for shareholders."

"The Company's strong operating performance and financial strength are allowing us to build upon our proven record of returning capital to shareholders. The investments we have made in our business have put the Company in the strongest competitive position in our history. I am confident that Lear is well positioned for future growth and success," said Matt Simoncini, Lear President and Chief Executive Officer.

At the end of 2015, Lear had \$513 million remaining on its share repurchase authorization. Including today's action, Lear's total available share repurchase authorization is \$1 billion.

Since the Company began its share repurchase and dividend programs in 2011, Lear has returned more than \$2.7 billion to shareholders, including the repurchase of 34% of the Company's shares outstanding. In addition, Lear's total shareholder return over the last five years was 162%, compared with 49% for the peer group shown in the Company's Annual Report on Form 10-K and 81% for the S&P 500 over the same period.

Lear may implement share repurchases under the new share repurchase authorization utilizing a variety of methods including open market purchases, accelerated share repurchase programs and structured repurchase transactions. Share repurchases are subject to the Company's alternative uses of capital and prevailing financial, market and industry conditions.

Lear's 2016 Annual Meeting will be held on May 19, 2016 at 9:00 a.m. Eastern Time, at the Company's corporate headquarters, 21557 Telegraph Road, Southfield, Michigan 48033. The record date for determining eligibility to vote at the 2016 Annual Meeting is March 24, 2016.

### **About Lear Corporation**

Lear Corporation (NYSE: LEA) is one of the world's leading suppliers of automotive seating and electrical distribution systems. Lear serves every major automaker in the world, and Lear content can be found on more than 350 vehicle nameplates. Lear's world-class products are designed, engineered and manufactured by a diverse team of approximately 136,000 employees located in 36 countries. Lear currently ranks #174 on the Fortune 500. Lear's headquarters are in Southfield, Michigan. Further information about Lear is available at <http://www.lear.com>.

### **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; currency controls and the ability to economically hedge currencies; 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, including those related to cybersecurity; 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; 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, 2015, 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.

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