

As filed with the Commission on September 17, 2003

Registration No. 333-\_\_\_\_\_

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**LEAR CORPORATION**

(exact name of registrant as specified in its charter)

Delaware  
(State of other jurisdiction of  
incorporation or organization)

13-3386776  
(I.R.S. Employer  
Identification No.)

21557 Telegraph Road  
Southfield, Michigan  
(Address of principal executive offices)

48086-50085  
(zip code)

**Lear Corporation Long-Term Stock Incentive Plan**  
(Full Title of the Plan)

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**Daniel A. Ninivaggi**  
**Vice President, Secretary and General Counsel**  
**Lear Corporation**  
**21557 Telegraph Road**  
**Southfield, Michigan 48034**

(Name and address of agent for service)

**(248) 447-1500**

(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered (1)	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum offering price (2)	Amount of registration fee
Common Stock, \$.01 par value	3,000,000 shares	\$ 52.935	\$ 158,805,000	\$ 12,848

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- (1) Pursuant to Rule 416(a), this Registration Statement shall be deemed to cover any additional shares of Lear Corporation common stock, par value \$.01 ("Common Stock"), which may be issuable under the Lear Corporation Long-Term Stock Incentive Plan.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) on the basis of the average high and low prices reported for shares of Common Stock on the New York Stock Exchange Composite Tape on September 11, 2003, which was \$52.935.
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## **TABLE OF CONTENTS**

[EXPLANATORY NOTE](#)

[PART II](#)

[INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[Opinion of Winston & Strawn LLP](#)

[Consent of Ernst & Young LLP](#)

[Notice Regarding Consent of Arthur Andersen LLP](#)

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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 3,000,000 shares of common stock, par value \$.01 of Lear Corporation that may be awarded under the Company's Long-Term Stock Incentive Plan, as amended.

## PART II

### INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

The contents of the Registration Statement on Form S-8 as filed on November 19, 1996, Registration Statement No. 333-16413, as amended, are incorporated by reference into this Registration Statement.

#### Item 8. Exhibits

Exhibit Number	Description
5.1	Opinion of Winston & Strawn LLP as to the legality of the securities being registered
23.1	Consent of Ernst & Young LLP
23.2	Consent of Winston & Strawn LLP (included in their opinion filed as Exhibit 5.1)
23.3	Notice regarding Consent of Arthur Andersen LLP
24.1	Powers of Attorney (included on the signature page hereof)

## Table of Contents

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southfield, Michigan on the 17<sup>th</sup> day of September, 2003.

## LEAR CORPORATION

By: /s/ Daniel A. Ninivaggi

Daniel A. Ninivaggi  
Vice President, Secretary and  
General Counsel

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints David C. Wajsgras and Daniel A. Ninivaggi and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert E. Rossiter	Chairman and Chief Executive Officer (Principal Executive Officer)	September 17, 2003
Robert E. Rossiter		
/s/ James H. Vandenberghe	Vice Chairman	September 17, 2003
James H. Vandenberghe		
/s/ David C. Wajsgras	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	September 17, 2003
David C. Wajsgras		
/s/ William C. Dircks	Vice President and Corporate Controller (Principal Accounting Officer)	September 17, 2003
William C. Dircks		
/s/ Kenneth L. Way	Director	September 17, 2003
Kenneth L. Way		
/s/ Larry W. McCurdy	Director	September 17, 2003
Larry W. McCurdy		
/s/ James A. Stern	Director	September 17, 2003
James A. Stern		
/s/ David P. Spalding	Director	September 17, 2003
David P. Spalding		
	Director	
Roy E. Parrott		
/s/ David E. Fry	Director	September 17, 2003
David E. Fry		

/s/ Conrad L. Mallett, Jr.

Director

September 17, 2003

Conrad L. Mallett, Jr.

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September 17, 2003

Lear Corporation  
21557 Telegraph Road  
Southfield, Michigan 48034

Re: Registration Statement on Form S-8 of  
Lear Corporation (the "Registration Statement")

Ladies and Gentlemen:

We have acted as special counsel for Lear Corporation, a Delaware corporation (the "Company"), in connection with the registration on Form S-8 of the offer and sale of up to 3,000,000 shares of the Company's Common Stock, par value \$.01 per share ("Common Stock"), issuable pursuant to the grant of certain restricted stock unit and other awards or upon exercise of certain stock options (collectively, the "Plan Awards") that may be issued pursuant to the Lear Corporation Long-Term Stock Incentive Plan, as amended (the "Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, as filed with the Securities and Exchange Commission (the "Commission") under the Act; (ii) the Restated Certificate of Incorporation of the Company, as currently in effect; (iii) the Amended and Restated By-Laws of the Company, as currently in effect; (iv) the Plan; and (v) resolutions of the Board of Directors of the Company relating to, among other things, the reservation of issuance of the Common Stock, the filing of the Registration Statement and the approval of the Plan. We have also examined such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company's Board of Directors, or a duly authorized committee thereof, will have approved the issuance of each Plan Award prior to the issuance thereof. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that all shares of Common Stock issued pursuant to the Plan will be, upon exercise or grant of Plan Awards in accordance with the terms of the Plan and, if applicable, payment of the specified exercise price therefor and/or the expiration of the specified vesting, restricted or performance period, legally issued, fully paid and non-assessable shares of Common Stock.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not concede that we are experts within the meaning of the Act or the rules and regulations thereunder or that this consent is required by Section 7 of the Act.

Very truly yours,

/s/ Winston & Strawn LLP

Consent of Independent Public Accountants

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Lear Corporation Long-Term Stock Incentive Plan of Lear Corporation of our report dated January 27, 2003, with respect to the consolidated financial statements and schedule of Lear Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

Troy, Michigan  
September 14, 2003



## NOTICE REGARDING CONSENT OF ARTHUR ANDERSEN LLP

Section 11(a) of the Securities Act of 1933, as amended (the "Securities Act"), provides that any person acquiring a security pursuant to a registration statement may assert a claim against every accountant who has with its consent been named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation that is used in connection with the registration statement, if that part of the registration statement at the time it becomes effective contains an untrue statement of a material fact, or omits a material fact required to be stated therein or necessary to make the statements therein not misleading.

In May 2002, Lear Corporation (the "Company") announced that the Board of Directors, upon the recommendation of its Audit Committee, ended its engagement with Arthur Andersen LLP as the Company's independent public accountants, and engaged Ernst & Young LLP to serve as the Company's independent public accountants for the fiscal year ending December 31, 2002. For more information, please see the Current Report on Form 8-K dated May 9, 2002 filed by the Company with the Securities and Exchange Commission.

The Company has been unable to obtain, after reasonable effort, the written consent of Arthur Andersen LLP as to the incorporation by reference into this registration statement of its report for our fiscal years ended December 31, 2001 and 2000. Under these circumstances, Rule 437a of the Securities Act permits the Company to file this registration statement without a written consent from Arthur Andersen LLP. However, since Arthur Andersen has not issued its consent to the incorporation of their report in this registration statement, you will be unable to assert a claim against Arthur Andersen under Section 11(a) of the Securities Act. To the extent provided in Section 11(b)(3)(C) of the Securities Act, other persons who are liable under Section 11(a) of the Securities Act, including the Company's officers and directors, may still rely on Arthur Andersen's original audit reports as being made by an expert for purposes of establishing a due diligence defense under Section 11(b) of the Securities Act.