



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

**FORM 8-K/A**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 8, 2006**

**LEAR CORPORATION**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>1-11311</b>	<b>13-3386776</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

<b>21557 Telegraph Road, Southfield, Michigan</b>	<b>48034</b>
(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)

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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Lear Corporation (“Lear” or the “Company”) is filing this Form 8-K/A to amend certain disclosure contained in Lear’s Amended Current Report on Form 8-K/A filed on January 25, 2006 regarding Lear’s results of operations for the fourth quarter and full year 2005.

### **Section 2 — Financial Information**

#### **Item 2.02 Results of Operations and Financial Condition.**

On January 25, 2006, Lear announced its results of operations for the fourth quarter and full year 2005 (the “Original Earnings Release”). On March 8, 2006, the Company announced in a press release that it was advised by a major customer of retroactive pricing adjustments associated with a particular vehicle program for shipments made prior to 2006. Certain payments due to Lear in 2006 were withheld as a result of these pricing adjustments. The vehicle program involved in this matter is no longer in production. Lear disagrees with the proposed pricing adjustments and intends to dispute and seek recovery of the amounts improperly withheld.

While commercial discussions with the customer are ongoing, Lear’s management has adjusted previously announced financial results to establish a reserve for this matter. The adjustment decreased both fourth quarter and full year 2005 net sales by \$6.0 million and increased both fourth quarter and full year 2005 net loss by \$6.0 million. The impact on basic and diluted net loss per share was \$0.09 for both the fourth quarter and full year 2005.

A copy of the press release announcing the adjustment is being furnished as Exhibit 99.1 to this amended current report and is incorporated herein by reference.

The Original Earnings Release contained Lear’s Consolidated Statements of Operations for the three months and twelve months ended December 31, 2005 and 2004, Consolidated Balance Sheets as of December 31, 2005 and 2004, and certain Supplemental Data Pages (collectively, the “Statements”). The Statements have been revised to reflect the impact of this adjustment and are being furnished as Exhibit 99.2 to this amended current report and are incorporated herein by reference.

#### **Use of Non-GAAP Financial Information**

In addition to the results reported in accordance with accounting principles generally accepted in the United States (“GAAP”) included throughout Exhibit 99.2 to this current report, the Company has provided information regarding “pretax income excluding impairments, restructuring and other special charges” and “free cash flow” (each, a non-GAAP financial measure). Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures. The Company believes it is appropriate to exclude the net change in sold accounts receivable in the calculation of free cash flow since the sale of receivables may be viewed as a substitute for borrowing activity.

Management believes that pretax income excluding impairments, restructuring and other special charges is a useful measure in assessing the Company’s financial performance by excluding certain items that are not indicative of the Company’s core operating earnings or that may obscure trends useful in evaluating the Company’s continuing operating activities. Management also believes that pretax income excluding impairments, restructuring and other special charges is useful to both management and investors in their analysis of the Company’s results of operations and provides

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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 in future periods.

Neither pretax income excluding impairments, restructuring and other special charges nor free cash flow should be considered in isolation or as a substitute for pretax income (loss), net income (loss), net cash provided by 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 a reconciliation of pretax income excluding impairments, restructuring and other special charges to pretax loss as determined by generally accepted accounting principles and a reconciliation of free cash flow to net cash provided by operating activities, see the Supplemental Data Pages contained in Exhibit 99.2 to this current report.

The information in this Item 2.02 and in Exhibits 99.1 and 99.2 is being furnished and shall not be deemed "filed" for the 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.**

##### (c) Exhibits

Exhibit 99.1	Press Release issued March 8, 2006, furnished herewith.
Exhibit 99.2	Lear Corporation and Subsidiaries Consolidated Statements of Operations, Consolidated Balance Sheets and Supplemental Data Pages, 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: March 8, 2006

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Vice President of Global Finance

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press Release issued March 8, 2006, furnished herewith.
Exhibit 99.2	Lear Corporation and Subsidiaries Consolidated Statements of Operations, Consolidated Balance Sheets and Supplemental Data Pages, furnished herewith.

**FOR IMMEDIATE RELEASE**

**Contact:**  
**Mel Stephens, Vice President –**  
**Investor Relations & Communications**  
**(248) 447-1624**

**Lear Records \$6 Million Adjustment,**  
**Reducing 2005 Financial Results**

**Southfield, Mich., March 8, 2006** – Subsequent to the company's original earnings announcement on January 25, 2006, Lear was advised by a major customer of retroactive pricing adjustments associated with a particular vehicle program for shipments made prior to 2006. Certain payments due to Lear in 2006 were withheld as a result of these pricing adjustments. The vehicle program involved in this matter is no longer in production.

Lear disagrees with the proposed pricing adjustments and intends to dispute and seek recovery of the amounts improperly withheld. Commercial discussions with the customer are ongoing and management has adjusted previously announced financial results to establish a reserve for this matter.

The adjustment decreased both fourth quarter and full year 2005 net sales by \$6.0 million and increased both fourth quarter and full year net loss by \$6.0 million. The impact on basic and diluted net loss per share was \$0.09 for both the fourth quarter and full year.

Further information concerning the revisions to Lear's 2005 financial results is contained in the Amended Current Report on Form 8-K/A to be filed by Lear today.

Lear Corporation is one of the world's largest suppliers of automotive interior systems and components. Lear provides complete seat systems, electronic products and electrical distribution systems and other interior products. With annual net sales of \$17.1 billion, Lear ranks #127 among the Fortune 500. The company's world-class products are designed, engineered and manufactured by a diverse team of 115,000 employees at 282 locations in 34 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>.



**Lear Corporation and Subsidiaries**  
**Consolidated Statements of Operations**  
(In millions, except per share amounts)

	<b>Three Months Ended</b>	
	<b>December 31, 2005</b>	<b>December 31, 2004</b>
Net sales	\$ 4,397.3	\$ 4,286.1
Cost of sales	4,168.4	3,922.7
Selling, general and administrative expenses	146.0	146.2
Goodwill impairment charge	342.8	—
Interest expense	45.1	43.9
Other expense, net	<u>41.1</u>	<u>13.8</u>
Income (loss) before income taxes	(346.1)	159.5
Income tax provision	<u>256.5</u>	<u>36.5</u>
Net income (loss)	<u>\$ (602.6)</u>	<u>\$ 123.0</u>
Basic net income (loss) per share	<u>\$ (8.97)</u>	<u>\$ 1.82</u>
Diluted net income (loss) per share	<u>\$ (8.97)</u>	<u>\$ 1.70</u>
Weighted average number of shares outstanding — basic	<u>67.2</u>	<u>67.6</u>
Weighted average number of shares outstanding — diluted	<u>67.2</u>	<u>73.9</u>

**Lear Corporation and Subsidiaries**  
**Consolidated Statements of Operations**  
(In millions, except per share amounts)

	<b>Twelve Months Ended</b>	
	<b>December 31, 2005</b>	<b>December 31, 2004</b>
Net sales	\$ 17,089.2	\$ 16,960.0
Cost of sales	16,353.2	15,557.9
Selling, general and administrative expenses	630.6	633.7
Goodwill impairment charges	1,012.8	—
Interest expense	183.2	165.5
Other expense, net	96.6	52.7
Income (loss) before income taxes	(1,187.2)	550.2
Income tax provision	194.3	128.0
Net income (loss)	<u>\$ (1,381.5)</u>	<u>\$ 422.2</u>
Basic net income (loss) per share	<u>\$ (20.57)</u>	<u>\$ 6.18</u>
Diluted net income (loss) per share	<u>\$ (20.57)</u>	<u>\$ 5.77</u>
Weighted average number of shares outstanding — basic	<u>67.2</u>	<u>68.3</u>
Weighted average number of shares outstanding — diluted	<u>67.2</u>	<u>74.7</u>

**Lear Corporation and Subsidiaries**  
**Consolidated Balance Sheets**  
(In millions)

	<u>December 31,</u> <u>2005</u>	<u>December 31,</u> <u>2004</u>
<b>ASSETS</b>		
<b>Current:</b>		
Cash and cash equivalents	\$ 207.6	\$ 584.9
Accounts receivable	2,337.6	2,584.9
Inventories	688.2	621.2
Recoverable customer engineering and tooling	317.7	205.8
Other	<u>295.3</u>	<u>375.2</u>
	<u>3,846.4</u>	<u>4,372.0</u>
<b>Long-Term:</b>		
PP&E, net	2,019.3	2,019.8
Goodwill, net	1,939.8	3,039.4
Other	<u>482.9</u>	<u>513.2</u>
	<u>4,442.0</u>	<u>5,572.4</u>
<b>Total Assets</b>	<u>\$ 8,288.4</u>	<u>\$ 9,944.4</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current:</b>		
Short-term borrowings	\$ 23.4	\$ 35.4
Accounts payable and drafts	2,993.5	2,777.6
Accrued liabilities	1,080.4	1,202.1
Current portion of long-term debt	<u>9.4</u>	<u>632.8</u>
	<u>4,106.7</u>	<u>4,647.9</u>
<b>Long-Term:</b>		
Long-term debt	2,243.1	1,866.9
Other	<u>827.6</u>	<u>699.5</u>
	<u>3,070.7</u>	<u>2,566.4</u>
<b>Stockholders' Equity</b>	<u>1,111.0</u>	<u>2,730.1</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 8,288.4</u>	<u>\$ 9,944.4</u>

**Lear Corporation and Subsidiaries**  
**Supplemental Data**

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

	<b>Three Months Ended</b>	
	<b>December 31, 2005</b>	<b>December 31, 2004</b>
<b>Net Sales</b>		
North America	\$ 2,474.3	\$ 2,265.5
Europe	1,564.0	1,721.7
Rest of World	359.0	298.9
<b>Total</b>	<b>\$ 4,397.3</b>	<b>\$ 4,286.1</b>
<b>Content Per Vehicle *</b>		
North America	\$ 632	\$ 607
Total Europe	\$ 333	\$ 367
<b>Free Cash Flow **</b>		
Net cash provided by operating activities	\$ 332.0	\$ 231.9
Net change in sold accounts receivable	(131.9)	—
Net cash provided by operating activities <u>before</u> net change in sold accounts receivable	200.1	231.9
Capital expenditures	(154.1)	(145.3)
Free cash flow	\$ 46.0	\$ 86.6
<b>Depreciation</b>	<b>\$ 101.1</b>	<b>\$ 93.7</b>
<b>Pretax income excluding impairments, restructuring and other special charges **</b>		
		Three Months Ended <b>December 31, 2005</b>
Pretax loss		\$ (346.1)
Goodwill and fixed asset impairment charges		351.3
Costs related to restructuring actions		42.6
Capital restructuring of joint ventures		29.8
Pretax income excluding impairments, restructuring and other special charges **		<b>\$ 77.6</b>

\* Content Per Vehicle for 2004 has been updated to reflect actual production levels.

\*\* See "Use of Non-GAAP Financial Information" included in the Company's amended current report on Form 8-K/A dated March 8, 2006.

**Lear Corporation and Subsidiaries**  
**Supplemental Data**

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

	<b>Twelve Months Ended</b>	
	<b>December 31, 2005</b>	<b>December 31, 2004</b>
<b>Net Sales</b>		
North America	\$ 9,231.7	\$ 9,252.0
Europe	6,542.6	6,643.8
Rest of World	1,314.9	1,064.2
<b>Total</b>	<b>\$ 17,089.2</b>	<b>\$ 16,960.0</b>
<b>Content Per Vehicle *</b>		
North America	\$ 586	\$ 588
Total Europe	\$ 347	\$ 351
<b>Free Cash Flow **</b>		
Net cash provided by operating activities	\$ 560.8	\$ 675.9
Net change in sold accounts receivable	(411.1)	70.4
Net cash provided by operating activities <u>before</u> net change in sold accounts receivable	149.7	746.3
Capital expenditures	(568.4)	(429.0)
Free cash flow	\$ (418.7)	\$ 317.3
<b>Depreciation</b>	<b>\$ 388.5</b>	<b>\$ 350.6</b>
<b>Basic Shares Outstanding at end of year</b>	<b>67,186,806</b>	<b>67,416,702</b>
<b>Diluted Shares Outstanding at end of year **</b>	<b>67,186,806</b>	<b>73,896,780</b>
<b>Pretax income excluding impairments, restructuring and other special charges ***</b>		<b>Twelve Months Ended December 31, 2005</b>
Pretax loss		\$ (1,187.2)
Goodwill and fixed asset impairment charges		1,095.1
Costs related to restructuring actions		102.8
Litigation charges		39.2
Sale and capital restructuring of joint ventures		46.7
Pretax income excluding impairments, restructuring and other special charges**		<u>\$ 96.6</u>

\* Content Per Vehicle for 2004 has been updated to reflect actual production levels

\*\* Calculated using stock price at end of quarter. The calculation of diluted shares outstanding as of December 31, 2005, excludes approximately 4.8 million shares related to outstanding convertible debt, approximately 3.0 million options, approximately 2.4 million restricted stock and performance units and approximately 1.2 million stock appreciation rights, as inclusion would have resulted in antidilution in the fourth quarter and full year of 2005.

\*\*\* See "Use of Non-GAAP Financial Information" included in the Company's amended current report on Form 8-K/A dated March 8, 2006.