



---

**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): November 21, 2006**

**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)

**48034**  
(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))
- 
-

## **Section 8 — Other Events**

### **Item 8.01 — Other Events**

On November 21, 2006, Lear Corporation (“Lear”) issued a press release announcing that it had priced its previously announced private offering of new senior notes. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The \$900 million offering includes \$300 million in senior notes due 2013 and \$600 million in senior notes due 2016 (together, the “Notes”). The Notes will be senior unsecured obligations of Lear and will be guaranteed by certain of Lear’s subsidiaries. The \$300 million of seven-year notes will be sold at par and will bear interest at a rate of 8.50%. The \$600 million of ten- year notes will be sold at par and will bear interest at a rate of 8.75%. The financing is scheduled to close on November 24, 2006.

The Notes will be purchased by Citigroup Global Markets Inc. (“Citigroup”) and are expected to be eligible for resale under Rule 144A of the Securities Act of 1933, as amended (the “1933 Act”).

Lear intends to use the net proceeds from this offering to pre-fund the repayment or repurchase of the notes subject to the tender offer described below.

Lear issued another press release, also on November 21, 2006, announcing the commencement of the tender offer for up to \$850 million aggregate principal amount of its 8.125% senior notes due 2008 and 8.11% senior notes due 2009. The tender offer will expire at midnight, New York City time, on December 19, 2006, unless extended. The terms and conditions of the tender offer are set forth in an Offer to Purchase that will be furnished to all holders of the 2008 and 2009 notes. The consummation of the tender offer is conditioned upon the \$900 million private offering described above and other customary closing conditions. The press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

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

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

#### (c) Exhibits

- 99.1 Press Release of Lear Corporation issued November 21, 2006 regarding the \$900 million private offering.
- 99.2 Press Release of Lear Corporation issued November 21, 2006 regarding the commencement of the tender offer.

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LEAR CORPORATION,  
a Delaware corporation

Date: November 21, 2006

By: /s/ Shari Burgess  
Name: Shari Burgess  
Title: Vice President and Treasurer

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Lear Corporation issued November 21, 2006 regarding the \$900 million private offering.
99.2	Press Release of Lear Corporation issued November 21, 2006 regarding the commencement of the tender offer.

**FOR IMMEDIATE RELEASE****Investor/Media Contact:**Mel Stephens  
(248) 447-1624**Investor Contact:**Ed Lowenfeld  
(248) 447-4380**Lear Announces Pricing for \$900 Million in Senior Notes**

**Southfield, Mich., November 21, 2006** — Lear Corporation [NYSE: LEA], one of the world's largest automotive suppliers, today announced it has priced the offering of \$900 million in new senior notes. This offering is an increase of \$200 million from the \$700 million offering amount previously announced by Lear.

The \$900 million offering includes \$300 million in senior notes due 2013 and \$600 million in senior notes due 2016. The notes will be senior unsecured obligations of the company. The \$300 million of seven-year notes will be sold at par and will bear interest at a rate of 8.50%. The \$600 million of ten-year notes will be sold at par and will bear interest at a rate of 8.75%. The financing is scheduled to close on November 24, 2006.

These new notes will be purchased by Citigroup Global Markets Inc. and are expected to be eligible for resale under Rule 144A of the Securities Act of 1933.

Lear intends to use the net proceeds from this offering to pre-fund the repayment or repurchase of any and all of Lear's outstanding 8.125% senior notes due 2008 and a substantial portion of the outstanding 8.11% senior notes due 2009.

This news release is not an offer to purchase, nor a solicitation of an offer to sell, any securities. The notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

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 in 2005, Lear ranks #127 among the Fortune 500. Lear's world-class products are designed, engineered and manufactured by a diverse team of 111,000 employees at 286 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>.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from anticipated results as a result of certain risks and uncertainties, including but not limited to: general economic conditions in the markets in which the Company operates, including changes in interest rates; fluctuations in the production of vehicles for which the Company is a supplier; labor disputes involving the Company or its significant customers or suppliers or that otherwise affect the Company; the Company's ability to achieve cost reductions that offset or exceed customer-mandated selling price reductions; the outcome of customer productivity negotiations; the impact and timing of program launch costs; the costs and timing of facility closures, business realignment or similar actions; increases in the Company's warranty or product liability costs; risks associated with conducting business in foreign countries; competitive conditions impacting the Company's key customers and suppliers; raw material costs and availability; the Company's ability to mitigate the significant impact of recent increases in raw material, energy and commodity costs; the outcome of legal or regulatory proceedings to which the Company is or may become a party; unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of the Company's customers; the finalization of the Company's restructuring strategy; the outcome of negotiations with respect to the Company's North American Interior segment; and other risks described from time to time in the Company's Securities and Exchange Commission filings. In addition, no assurances can be given that the Company's private offering of senior notes or the tender offer referred to in this news release will be completed on the terms contemplated or at all.

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.

###

**FOR IMMEDIATE RELEASE****Investor/Media Contact:**Mel Stephens  
(248) 447-1624**Investor Contact:**Ed Lowenfeld  
(248) 447-4380**Lear Announces Commencement of Tender Offer for up to \$850 Million  
of Existing 2008 and 2009 Senior Notes**

**Southfield, Mich., November 21, 2006** — Lear Corporation [NYSE: LEA], one of the world's largest automotive suppliers, today announced it is commencing a tender offer for up to \$850 million aggregate principal amount of its 8.125% senior notes due 2008, of which approximately €237 million is outstanding, and its 8.11% senior notes due 2009, of which approximately \$593 million is outstanding. The tender offer will expire at midnight, New York City time, on December 19, 2006, unless extended.

Lear is offering to purchase for cash at a purchase price of €1,045 per €1,000 principal amount at maturity plus accrued interest any and all 2008 notes that are validly tendered and not withdrawn on or prior to 5:00 p.m., New York City time, on December 5, 2006, unless extended. The purchase price for any 2008 notes validly tendered after December 5, 2006 and prior to the expiration of the tender offer is €1,025 per €1,000 principal amount at maturity plus accrued interest.

Lear is concurrently offering to purchase for cash, at a purchase price of \$1,055 per \$1,000 principal amount at maturity plus accrued interest, 2009 notes that are validly tendered and not withdrawn on or prior to 5:00 p.m., New York City time, on December 5, 2006, unless extended. The purchase price for any 2009 notes validly tendered after December 5, 2006 and prior to the expiration of the tender offer is \$1,035 per \$1,000 principal amount at maturity plus accrued interest. The tender offer for the 2009 notes will be in an aggregate amount such that the aggregate principal amount of 2008 notes and 2009 notes purchased in the tender offer will not exceed an aggregate maximum tender offer amount of \$850 million. Lear has the right to increase or waive the maximum tender offer amount in its sole discretion.

All notes purchased in the tender offer will be retired upon consummation of the tender offer. Payments of the tender consideration for the notes validly tendered and not withdrawn shall be made pursuant to the terms of the Offer to Purchase that will be furnished to all holders of the 2008 and

---



2009 notes. The consummation of the tender offer is conditioned upon, among other things, completion of the company's previously announced \$900 million private offering and other customary closing conditions. If any of the conditions are not satisfied, Lear is not obligated to accept for payment, purchase or pay for, or may delay the acceptance for payment of, any tendered notes, and may terminate the tender offer. Subject to applicable law, Lear may waive any condition applicable to the tender offer and extend or otherwise amend the tender offer.

Citigroup Corporate and Investment Banking is the dealer manager for the tender offer. Questions regarding the tender offer may be directed to Citigroup Corporate and Investment Banking at 800-558-3745 (toll free) or at 212-723-6106 (collect).

Global Bondholder Services Corporation is acting as information agent and the depository. Copies of the Offer to Purchase, Letter of Transmittal and related documents may be obtained at no charge from Global Bondholder Services Corporation at 866-873-5600 (toll-free) or at 212-430-3774 (collect). The Company has also retained Dexia Banque Internationale à Luxembourg to act as depository for the 2008 notes.

The tender offer may only be made pursuant to the Offer to Purchase. Holders of the notes should read carefully the Offer to Purchase and related materials because they contain important information related to the tender offer. Lear intends to mail a copy of the applicable Offer to Purchase and Letter of Transmittal and related documents to each of the holders of senior notes.

This news release is not an offer to purchase, nor a solicitation of an offer to sell, any securities.

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 in 2005, Lear ranks #127 among the Fortune 500. Lear's world-class products are designed, engineered and manufactured by a diverse team of 111,000 employees at 286 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>.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from anticipated results as a result of certain risks and uncertainties, including but not limited to: general economic conditions in the markets in which the Company operates, including changes in interest rates; fluctuations in the production of vehicles for which the Company is a supplier; labor disputes involving the Company or its significant customers or suppliers or that otherwise affect the Company; the Company's ability to achieve cost reductions that offset or exceed customer-mandated selling price reductions; the outcome of customer productivity negotiations; the impact and timing of program launch costs; the costs and timing of facility closures, business realignment or similar actions; increases in the Company's warranty or product liability costs; risks associated with conducting business in foreign

---

countries; competitive conditions impacting the Company's key customers and suppliers; raw material costs and availability; the Company's ability to mitigate the significant impact of recent increases in raw material, energy and commodity costs; the outcome of legal or regulatory proceedings to which the Company is or may become a party; unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of the Company's customers; the finalization of the Company's restructuring strategy; the outcome of negotiations with respect to the Company's North American Interior segment; and other risks described from time to time in the Company's Securities and Exchange Commission filings. In addition, no assurances can be given that the Company's previously announced private offering of senior notes or the tender offer referred to in this news release will be completed on the terms contemplated or at all.

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.

###