

LEAR CORP
Form SC 13G
March 22, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Lear Corporation
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

521865204
(CUSIP Number)

March 11, 2010
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 521865204

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
D. E. Shaw & Co., L.P.
13-3695715
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power -0- |
| | 6. | Shared Voting Power 2,202,816 (1) |
| | 7. | Sole Dispositive Power -0- |
| | 8. | Shared Dispositive Power 2,202,816 (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,202,816 (1)
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.1% (2)
 12. Type of Reporting Person (See Instructions)
IA, PN

1 Includes warrants exercisable into 421,409 shares and preferred stock convertible into 70,238 shares.

2 The percent of class is based on 42,764,954 shares of outstanding common stock and includes 421,409 shares from the potential exercise of the warrants and 70,238 shares from the potential conversion of the preferred stock for a total of 43,256,601 shares.

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CUSIP No. 521865204

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David E. Shaw
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- | | |
|----|--------------------------|
| 5. | Sole Voting Power |
| | -0- |
| 6. | Shared Voting Power |
| | 2,202,816 (1) |
| 7. | Sole Dispositive Power |
| | -0- |
| 8. | Shared Dispositive Power |
| | 2,202,816 (1) |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,202,816 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1% (2)

12. Type of Reporting Person (See Instructions)
IN

1 Includes warrants exercisable into 421,409 shares and preferred stock convertible into 70,238 shares.

2 The percent of class is based on 42,764,954 shares of outstanding common stock and includes 421,409 shares from the potential exercise of the warrants and 70,238 shares from the potential conversion of the preferred stock for a total of 43,256,601 shares.

Item 1.

- (a) Name of Issuer:
Lear Corporation
- (b) Address of Issuer's Principal Executive Offices:
21557 Telegraph Road
Southfield, MI, 48033

Item 2.

- (a) Name of Person Filing:
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) Address of Principal Business Office or, if none, Residence:
The business address for each reporting person is:
120 W. 45th Street, Tower 45, 39th Floor
New York, NY 10036
- (c) Citizenship:
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) Title of Class of Securities:
Common Stock, \$0.01 par value
- (e) CUSIP Number:
521865204

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership

As of March 18, 2010:

(a) Amount beneficially owned:

D. E. Shaw & Co., L.P.: 2,202,816 shares
This is composed of (i) 1,380,150 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (ii) 421,409 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants, (iii) 70,238 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire through the conversion of preferred stock, (iv) 329,919 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (v) 1,100 shares under the management of D. E. Shaw Investment Management, L.L.C.

David E. Shaw:

2,202,816 shares

This is composed of (i) 1,380,150 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (ii) 421,409 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants, (iii) 70,238 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire through the conversion of preferred stock, (iv) 329,919 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., and (v) 1,100 shares under the management of D. E. Shaw Investment Management, L.L.C.

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(b) Percent of class:

| | |
|-------------------------|------|
| D. E. Shaw & Co., L.P.: | 5.1% |
| David E. Shaw: | 5.1% |

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

| | |
|-------------------------|------------|
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

(ii) Shared power to vote or to direct the vote:

| | |
|-------------------------|------------------|
| D. E. Shaw & Co., L.P.: | 2,202,816 shares |
| David E. Shaw: | 2,202,816 shares |

(iii) Sole power to dispose or to direct the disposition of:

| | |
|-------------------------|------------|
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

(iv) Shared power to dispose or to direct the disposition of:

| | |
|-------------------------|------------------|
| D. E. Shaw & Co., L.P.: | 2,202,816 shares |
| David E. Shaw: | 2,202,816 shares |

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the managing member and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., and the managing member of D. E. Shaw Investment Management, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the managing member of D. E. Shaw Oculus Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 2,202,816 shares as described above constituting 5.1% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 2,202,816 shares.

Item 5. Ownership of Five Percent or Less of a Class
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not Applicable

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group
Not Applicable

Item 10. Certification

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By signing below, each of D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated October 24, 2007, granted by David E. Shaw in favor of Rochelle Elias, is attached hereto.

Dated: March 22, 2010

D. E. Shaw & Co., L.P.

By:

/s/ Rochelle Elias

Rochelle Elias
Chief Compliance Officer

David E. Shaw

By:

/s/ Rochelle Elias

Rochelle Elias
Attorney-in-Fact for David E. Shaw
