

LEAR CORP  
Form S-8  
November 03, 2006

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**As filed with the Commission on November 3, 2006**

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

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

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

**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 Hourly Retirement Savings Plan**

(Full Title of the Plan)

**Daniel A. Ninivaggi  
Executive 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**

| <b>Title of securities to be registered (1)</b> | <b>Amount to be registered (1)(2)</b> | <b>Proposed maximum offering price per share (3)</b> | <b>Proposed maximum offering price (3)</b> | <b>Amount of registration fee</b> |
|---|---------------------------------------|--|--|-----------------------------------|
| Common Stock, \$.01 par value                   | 500,000 shares                        | \$ 30.205  | \$ 15,102,500                              | \$ 1,616                          |

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Lear Corporation Hourly Retirement Savings Plan.

(2)

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Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement shall be deemed to cover any additional shares of common stock, par value \$.01 per share, which may be offered pursuant to the Lear Corporation Hourly Retirement Savings Plan as a result of stock splits, stock dividends and certain other events.

- (3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 on the basis of the average high and low prices reported for shares on the New Stock Exchange Composite Tape on October 30, 2006, which was \$30.205.
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Consent of Ernst & Young LLP

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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 500,000 shares of common stock, par value \$.01, of Lear Corporation that may be awarded under the Lear Corporation Hourly Retirement Savings Plan (f/k/a the Lear Corporation Non-Bargaining Hourly Retirement Savings Plan and the Lear Corporation Bargaining Hourly Retirement Savings Plan). Registration Statement No. 333-16415, as filed on November 19, 1996, registered 200,000 shares of common stock to be issued under two plans: (1) the Lear Corporation Non-Bargaining Hourly Retirement Savings Plan and (2) the Lear Corporation Bargaining Hourly Retirement Savings Plan. Effective as of January 1, 2000, the two plans originally listed on Registration Statement No. 333-16415 were merged to form the Lear Corporation Hourly Retirement Savings Plan. Registration Statement No. 333-94787, as filed on January 18, 2000, and Registration Statement No. 333-108882, as filed on September 17, 2003, registered an additional 300,000 and 500,000 shares of common stock, respectively, to be issued under the Lear Corporation Hourly Retirement Savings Plan. With this Registration Statement, Lear Corporation registers an additional 500,000 shares of additional common stock to be issued under the Lear Corporation Hourly Retirement Savings Plan.

**PART II**

**INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT**

The contents of the Registration Statement on Form S-8, as filed on November 19, 1996, Reg. No. 333-16415 are hereby incorporated by reference into this Registration Statement.

**Item 8. Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 23.1                      | Consent of Ernst & Young LLP                               |
| 24.1                      | Powers of Attorney (included on the signature page hereof) |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Lear Corporation 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 3rd day of November, 2006.

LEAR CORPORATION

By: /s/ Daniel A. Ninivaggi  
 Daniel A. Ninivaggi  
 Executive Vice President, Secretary and  
 General Counsel

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints James H. Vandenberghe 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<br>Robert E. Rossiter         | Chairman and Chief Executive Officer,<br>Director (Principal Executive Officer)      | November 3,<br>2006 |
| /s/ James H. Vandenberghe<br>James H. Vandenberghe   | Vice Chairman and Chief Financial Officer,<br>Director (Principal Financial Officer) | November 3,<br>2006 |
| /s/ Matthew J. Simoncini<br>Matthew J. Simoncini     | Senior Vice President, Operational Finance<br>(Principal Accounting Officer)         | November 3,<br>2006 |
| /s/ David E. Fry<br>David E. Fry                     | Director   | November 3,<br>2006 |
| /s/ Conrad L. Mallett, Jr.<br>Conrad L. Mallett, Jr. | Director   | November 3,<br>2006 |
| /s/ Larry W. McCurdy<br>Larry W. McCurdy             | Director   |                     |

|                        |          |                  |
|------------------------|----------|------------------|
| Larry W. McCurdy       |          | November 3, 2006 |
| /s/ Roy E. Parrott     | Director | November 3, 2006 |
| Roy E. Parrott         |          |                  |
| /s/ David P. Spalding  | Director | November 3, 2006 |
| David P. Spalding      |          |                  |
| /s/ James A. Stern     | Director | November 3, 2006 |
| James A. Stern         |          |                  |
| /s/ Henry D.G. Wallace | Director | November 3, 2006 |
| Henry D.G. Wallace     |          |                  |
| /s/ Richard F. Wallman | Director | November 3, 2006 |
| Richard F. Wallman     |          |                  |

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Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned 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 November 3, 2006.

LEAR CORPORATION HOURLY  
RETIREMENT  
SAVINGS PLAN

By: Lear Corporation Employee Benefits  
Committee, as Plan Administrator

By: /s/ Roger A. Jackson  
Name: Roger A. Jackson  
Title: Chairman of the Employee Benefits  
Committee and Senior Vice President  
- Human Resources

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