

LEAR CORP  
Form 8-K  
May 16, 2006

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**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): May 16, 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))
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Item 9.01 Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

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**Section 8 Other Events**

**Item 8.01 Other Events.**

On May 16, 2006, Lear Corporation issued a press release announcing that it commenced a consent solicitation and cash tender offer to purchase any and all of its outstanding zero-coupon convertible senior notes due 2022. A copy of the press release is incorporated by reference herein as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of Lear Corporation issued May 16, 2006, incorporated by reference to Exhibit (a)(5) to Lear Corporation's Schedule TO filed on May 16, 2006.

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**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: May 16, 2006

By: /s/ Daniel A. Ninivaggi  
Name: Daniel A. Ninivaggi  
Title: Senior Vice President, Secretary and General Counsel

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release of Lear Corporation issued May 16, 2006, incorporated by reference to Exhibit (a)(5) to Lear Corporation's Schedule TO filed on May 16, 2006. |

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