

AUTOLIV INC
Form SC 13D/A
May 29, 2018
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934*
(Amendment No. 3)*

Autoliv, Inc.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

052800109
(CUSIP Number)

Cevian Capital II GP Limited

11-15 Seaton Place

St. Helier, Jersey JE4 0QH

Channel Islands

Attention: Denzil Boschat

+44 1534 828 513

with a copy to:

Schulte Roth & Zabel LLP

919 Third Avenue

New York, NY 10022

Attention: Eleazer N. Klein, Esq.

(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

May 24, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 4 Pages)

* 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 disclosures provided in a prior cover page.

The information required on 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).

1 NAME OF REPORTING PERSON

Cevian Capital II GP Limited

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) 1 A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF

DISCLOSURE OF LEGAL PROCEEDING IS

5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER 8,376,924*
8 SHARED VOTING POWER

9 -0- SOLE DISPOSITIVE POWER

10 8,376,924* SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

8,376,924*

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.62%

14 TYPE OF REPORTING
PERSON

IA, OO

*Includes 2,653,275 Swedish Depositary Receipts representing 2,653,275 shares of Common Stock.

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This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on March 1, 2018 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed on March 13, 2018 ("Amendment No. 1"), and Amendment No. 2 to the Original Schedule 13D filed April 4, 2018 ("Amendment No. 2," and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the "Schedule 13D"), with respect to the Common Stock, par value \$1.00 per share (the "Common Stock") of Autoliv, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 3 amends Items 4, 6 and 7 as set forth below. Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D.

Item
4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented as follows:

On May 24, 2018, the Reporting Person entered into a cooperation agreement (the "Cooperation Agreement") with the Issuer and Veoneer, Inc., a Delaware corporation and subsidiary of the Issuer ("SpinCo"), pursuant to which the Issuer agreed, subject to the terms and conditions of the Cooperation Agreement, that no later than the effective time of the spin-off of SpinCo from the Issuer, Jonas Synnergren (the "Investor Director") will be appointed to serve as a director of SpinCo's board of directors (the "SpinCo Board") and shall be included in SpinCo's future slates of directors during the Standstill Period (as defined below) until such time as SpinCo determines not to continue such nominations. In addition, the Reporting Person has customary replacement rights with respect to the Investor Director.

The Cooperation Agreement also provides for customary standstill provisions during a standstill period (the "Standstill Period"), which generally terminate 30 days following the time that Investor Director no longer serves as a director on the SpinCo Board.

The foregoing summary of the Cooperation Agreement is not complete and is qualified in its entirety by the full text of the Cooperation Agreement, which is included as Exhibit 2 hereto and incorporated herein by reference.

Item
6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended and supplemented by the addition of the following:

The Reporting Person's response to Item 4 is incorporated by reference into this Item 6.

Item
7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented by the addition of the following:

2 Cooperation Agreement, (incorporated by reference to Exhibit 99.2 of the Issuer's Current Report on Form 8-K filed on May 24, 2018).

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 29, 2018

**CEVIAN
CAPITAL II GP
LIMITED**

By: /s/ Denzil
Boschat
Name Denzil Boschat
Title Director