

LEAR CORP /DE/
Form S-8 POS
May 23, 2001

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As filed with the Securities and Exchange Commission on May 23, 2001
Registration No. 333-16413

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

LEAR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
21557 Telegraph Road
Southfield, Michigan
(Address of Principal Executive Offices)
48086-5008
(Zip Code)

13-3386776
(I.R.S. Employer Identification No.)

Lear Corporation Long-Term Stock Incentive Plan
(Full Title of the Plan)

Joseph F. McCarthy
Vice President, Secretary and General Counsel
21557 Telegraph Road
Southfield, Michigan 48086-5008
(Name and Address of Agent for Service)

(248) 447-1500
(Telephone Number, Including Area Code, of Agent for Service)

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EXPLANATORY NOTE

In February 2001, the Board of Directors of Lear Corporation, a Delaware corporation (the Registrant), approved the amendment and restatement of the Lear Corporation Long-Term Stock Incentive Plan (the Plan). The Registrant's stockholders subsequently approved the amendment and restatement of the Plan on May 3, 2001. The purpose of the amendment and restatement of the Plan was, among other things, to increase the number of shares of common stock of the Registrant reserved thereunder from 5,500,000 to 8,690,000, as described in the Definitive Proxy Statement filed by the Registrant on March 23, 2001, and hereby incorporated by reference. The text of the Plan is set forth as Appendix B to the Definitive Proxy Statement.

This Post-Effective Amendment (this Amendment) on Form S-8 amends the Registration Statement on Form S-8 filed on November 19, 1996 (file number 333-16413).

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Description
4.1	Lear Corporation Long-Term Stock Incentive Plan, as amended and restated as of May 3, 2001 (Incorporated by reference to Appendix B to the Definitive Proxy Statement filed by the Registrant on March 23, 2001).

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in

the City of Southfield, Michigan on the 23rd day of May, 2001.

LEAR CORPORATION

By: /s/ Robert E. Rossiter
Robert E. Rossiter
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kenneth L. Way*	Chairman of the Board	May 23, 2001
Kenneth L. Way		
/s/ Robert E. Rossiter	President and Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2001
Robert E. Rossiter		
/s/ James H. Vandenberghe	Vice Chairman	May 23, 2001
James H. Vandenberghe		
/s/ Donald J. Stebbins	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 23, 2001
Donald J. Stebbins		
/s/ David C. Wajsgras	Vice President and Corporate Controller	May 23, 2001
David C. Wajsgras		
	Director	
David Bing		
/s/ Larry W. McCurdy*	Director	May 23, 2001
Larry W. McCurdy		
	Director	
Irma B. Elder		
	Director	
Roy E. Parrott		

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<u>/s/ Robert W. Shower*</u>	Director	May 23, 2001
Robert W. Shower		
<u>/s/ David P. Spalding*</u>	Director	May 23, 2001
David P. Spalding		
<u>/s/ James A. Stern*</u>	Director	May 23, 2001
James A. Stern		

*Signed by James H. Vandenberghe, Attorney-in-Fact, pursuant to Power of Attorney filed with this Registration Statement No. 333-16413.

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