

LEAR CORP  
Form SC TO-I/A  
June 14, 2006

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

**AMENDMENT NO. 2 TO  
SCHEDULE TO/A  
TENDER OFFER STATEMENT  
UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**LEAR CORPORATION**  
(Name of Subject Company (issuer))  
**LEAR CORPORATION**  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Zero-Coupon Convertible Senior Notes due 2022**  
(Title of Class of Securities)

**521865 AG 0**  
(CUSIP Number of Class of Securities)

**Daniel A. Ninivaggi**  
**Senior Vice President, Secretary and General Counsel**  
**Lear Corporation**  
**21557 Telegraph Road**  
**Southfield, Michigan 48034**  
**(248) 447-1500**

*Copies to:*  
**Bruce A. Toth, Esq.**  
**Winston & Strawn LLP**  
**35 West Wacker Drive**  
**Chicago, Illinois 60601**  
**(312) 558-5600**  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$304,000,000	\$32,528

\* Calculated solely for purposes of determining the filing fee. This amount represents the value of all outstanding Notes based on the purchase price of \$475 per \$1,000 principal amount (640,000 Notes x \$475).

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$107 for each \$1,000,000 of the value of the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$32,528	Filing party:	Lear Corporation
Form or Registration No.:	SC TO-I	Date Filed:	May 16, 2006

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£ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

£	Third-party tender offer subject to Rule 14d-1	R	Issuer tender offer subject to Rule 13e-4.
	Going-private transaction subject to Rule		Amendment to Schedule 13D under Rule
£	13e-3.	£	13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: R

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Item 4. Terms of the Transaction.

Item 12. Exhibits.

SIGNATURE

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**INTRODUCTORY STATEMENT**

This Amendment No. 2 to Tender Offer Statement on Schedule TO (the Amendment ) amends and supplements the Tender Offer Statement on Schedule TO filed by Lear Corporation (the Company ) on May 16, 2006 and amended and supplemented by Amendment No. 1 thereto filed by the Company on June 1, 2006 (as amended and supplemented, the Schedule TO ), pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended. The Schedule TO relates to the Company s offer to purchase for cash any and all outstanding Zero-Coupon Convertible Senior Notes due 2022 (the Notes ), upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated May 16, 2006 (the Offer to Purchase ) and in the related Consent and Letter of Transmittal, which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Capitalized terms used but not defined in this Amendment shall have the meaning assigned to them in the Offer to Purchase.

**Item 4. Terms of the Transaction.**

Item 4(a)(1) of the Schedule TO is hereby amended and supplemented by adding the following:

On June 14, 2006, the Company reported the results of the Company s tender offer for any and all of its outstanding Notes pursuant to the Company s previously announced tender offer for the Notes. The press release issued by the Company on June 14, 2006 reporting the results of the tender offer is attached hereto as Exhibit (a)(7) and incorporated herein by reference.

**Item 12. Exhibits.** Item 12 of the Schedule TO is hereby amended by adding the following:

(a)(7) Press Release issued by the Company, dated June 14, 2006 (incorporated herein by reference to Exhibit 99.1 of the Company s Current Report on Form 8-K filed on June 14, 2006).

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 14, 2006

**LEAR CORPORATION,**  
a Delaware corporation

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