

LEAR CORP
Form S-8 POS
June 11, 2009

As filed with the Securities and Exchange Commission on June 11, 2009

Registration No. 33-57237

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

**POST-EFFECTIVE AMENDMENT NO. 2
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)

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

21557 Telegraph Road
Southfield, Michigan
(Address of Principal Executive Offices)

48033
(Zip Code)

**Lear Corporation Salaried Retirement Program
(f/k/a Lear Seating Corporation 401(k) Plan)**

(Full Title of the Plan)

Terrence B. Larkin

Senior Vice President, General Counsel and Corporate Secretary

21557 Telegraph Road

Southfield, Michigan 48033

(Name and Address of Agent for Service)

(248) 447-1500

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

Lear Corporation (the Company) registered, pursuant to a Registration Statement on Form S-8 (Registration Number 33-57237) (the Registration Statement) filed with the Securities and Exchange Commission on January 11, 1995, 750,000 shares of the Company's common stock in connection with the offering of a Company stock fund investment option and an indeterminate amount of interests to be offered or sold under the Lear Corporation Salaried Retirement Program (f/k/a: (1) the Lear Plastics Corporation 401(k) Plan for Hourly Employees, (2) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Detroit Plant, (3) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Fenton Plant, (4) the Lear Seating Corporation 401(k) Plan for the Hourly Employees of the Romulus II Plant and (5) the Lear Seating Corporation 401(k) Plan) (the Plan). On July 17, 1998, Lear Corporation filed a post-effective amendment to the Registration Statement to reflect the consolidation of the first four plans listed in the parenthetical above with the Lear Seating Corporation 401(k) Plan, which was later renamed as the Lear Corporation Salaried Retirement Savings Plan and then renamed as the Lear Corporation Salaried Retirement Program. Effective as of October 31, 2007, the Company stock fund was closed to new contributions and transfers under the Plan, and as of May 1, 2009, all units held in the Company stock fund were liquidated and transferred to an alternative investment fund under the Plan. Accordingly, the Company is filing this post-effective amendment (this Amendment) to the Registration Statement to remove from registration any and all remaining shares of common stock and the indeterminate amount of plan interests registered under the Registration Statement which have not been issued under the Plan as of the date specified below.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

24.1 Powers of attorney relating to the execution of this Amendment to the Registration Statement

SIGNATURES

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 11th day of June, 2009.

LEAR CORPORATION

By: /s/ Terrence B. Larkin
 Terrence B. Larkin
 Senior Vice President, General Counsel
 and
 Corporate Secretary

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 |
|----------------------------|--|---------------|
| Robert E. Rossiter* | Chairman of the Board of Directors, Chief Executive Officer and President and a Director (Principal Executive Officer) | June 11, 2009 |
| Robert E. Rossiter | | |
| Matthew J. Simoncini* | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | June 11, 2009 |
| Matthew J. Simoncini | | |
| Dr. David E. Fry* | Director | June 11, 2009 |
| Dr. David E. Fry | | |
| Justice Conrad L. Mallett* | Director | June 11, 2009 |
| Justice Conrad L. Mallett | | |
| Larry W. McCurdy* | Director | June 11, 2009 |
| Larry W. McCurdy | | |
| Roy E. Parrott* | Director | June 11, 2009 |
| Roy E. Parrott | | |
| David P. Spalding* | Director | June 11, 2009 |
| David P. Spalding | | |
| James A. Stern* | Director | June 11, 2009 |
| James A. Stern | | |

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Henry D.G. Wallace* Director June 11, 2009

Henry D.G. Wallace

Richard F. Wallman* Director June 11, 2009

Richard F. Wallman

*By: /s/ Terrence B. Larkin

Terrence B. Larkin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned (or other persons who administer the Plan) have duly caused this Amendment to the Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized in the City of Southfield, Michigan on June 11, 2009.

LEAR CORPORATION SALARIED RETIREMENT
PROGRAM

By: Lear Corporation Employee Benefits Committee, as
Plan Administrator

By: /s/ Thomas J. Polera

Name: Thomas J. Polera

Title: Vice President, Global Compensation and
Benefits

EXHIBIT INDEX

| Exhibit Number | Exhibit Name |
|-----------------------|--|
| 24.1 | Powers of attorney relating to execution of this Amendment to the Registration Statement |