

LEAR CORP  
Form S-8 POS  
February 25, 2010

As filed with the Securities and Exchange Commission on February 25, 2010

Registration No. 333-28419

**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)

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

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

48033  
(Zip Code)

**Lear Corporation Outside Directors Compensation 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   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

**DEREGISTRATION OF SECURITIES**

On June 3, 1997, Lear Corporation, a Delaware corporation (the Company ) registered, pursuant to a Registration Statement on Form S-8 (Registration Number 333-28419) (the Registration Statement ), 25,000 shares of the Company s common stock, par value \$.01 per share ( Common Stock ), to be issued pursuant to awards granted under the Lear Corporation Outside Directors Compensation Plan (the Plan ).

On November 9, 2009 (the Effective Date ), the Company consummated the transactions contemplated by its First Amended Joint Plan of Reorganization pursuant to Chapter 11 of the United States Bankruptcy Code (the Plan of Reorganization ). In accordance with the Plan of Reorganization, the shares of Common Stock existing immediately prior to the Effective Date (including the shares registered on the Registration Statement) have been canceled and are no longer outstanding. As a result of the consummation of the transactions contemplated by the Plan of Reorganization, the Company has terminated all offerings of the Company s Common Stock pursuant to the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all the shares of the Company s Common Stock registered under the Registration Statement and reserved for issuance under the Plan, which remain unsold as of the Effective Date.

**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 25<sup>th</sup> day of February, 2010.

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)	February 25, 2010
Robert E. Rossiter		
Matthew J. Simoncini*	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 25, 2010
Matthew J. Simoncini		
Thomas P. Capo*	Director	February 25, 2010
Thomas P. Capo		
Curtis J. Clawson*	Director	February 25, 2010
Curtis J. Clawson		
Jonathan F. Foster*	Director	February 25, 2010
Jonathan F. Foster		
Conrad L. Mallett, Jr.*	Director	February 25, 2010
Conrad L. Mallett, Jr.		
Philip F. Murtaugh*	Director	February 25, 2010
Philip F. Murtaugh		
Donald L. Runkle*	Director	February 25, 2010
Donald L. Runkle		

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Gregory C. Smith\*

Director

February 25, 2010

Gregory C. Smith

Henry D.G. Wallace\*

Director

February 25, 2010

Henry D.G. Wallace

\* By: /s/ Terrence B. Larkin  
Terrence B. Larkin  
Attorney-in-Fact

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Name</b>
24.1	Powers of attorney relating to execution of this Amendment to the Registration Statement