

LEAR CORP
Form SC TO-I/A
September 12, 2008

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

**SCHEDULE TO
(AMENDMENT NO. 3)
(RULE 13e-4)
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) and Filing Person (Offeror))**

**Restricted Stock Unit Awards
(Title of Class of Securities)**

**521865105
(CUSIP Number of Class of Securities)
(Underlying Common Stock)**

**Terrence B. Larkin
Senior Vice President, General Counsel and Corporate Secretary
Lear Corporation
21557 Telegraph Road
Southfield, MI 48033
(248) 447-1500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

***With a Copy to:*
Bruce A. Toth
Winston & Strawn LLP
35 W. Wacker Drive
Chicago, IL 60601
(312) 558-5600**

CALCULATION OF FILING FEE

Transaction valuation*
\$3,648,322

Amount of filing fee
\$143.38

* Calculated solely for purposes of determining the

filing fee. This amount assumes that 231,492 restricted stock unit awards, which have an approximate aggregate value of \$3,648,322, will be exchanged for stock appreciation rights and/or credits to notional cash accounts pursuant to the terms of this offer. The aggregate value of such restricted stock unit awards was calculated based on the average of the high and low market price of Lear Corporation's common stock, par value \$0.01 per share, as reported by the New York Stock Exchange on August 12, 2008. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$39.30 per million of the transaction valuation.

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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:	\$143.38	Filing party:	Lear Corporation
Form or Registration No.:	Schedule TO	Date filed:	August 14, 2008

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.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

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

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ITEM 4. TERMS OF THE TRANSACTION.

ITEM 12. EXHIBITS.

SIGNATURE

EXHIBIT INDEX

EX-99(A)(11)

EX-99(A)(12)

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INTRODUCTORY STATEMENT

This Amendment No. 3 to Schedule TO (this Amendment) amends and supplements the Rule 13e-4 Tender Offer Statement on Schedule TO originally filed on August 14, 2008, as amended on August 20, 2008 and August 27, 2008 (collectively as amended and supplemented, the Statement), with the Securities and Exchange Commission (the SEC) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the Act), in connection with the offer by Lear Corporation (Lear) to certain of its eligible employees to exchange, in 25% increments, up to 50% of outstanding restricted stock unit awards issued to such employees under the Lear Corporation Management Stock Purchase Plan (the MSPP) for (i) a cash-settled stock appreciation right, (ii) a credit to the employee's notional dollar-denominated, interest-bearing deferred compensation account established under the MSPP or (iii) a combination thereof, upon the terms and subject to the conditions set forth in the Offer to Exchange Eligible Restricted Stock Unit Awards, dated August 14, 2008, filed as Exhibit (a)(1) to the Statement, as supplemented and amended by the Supplement to Offer to Exchange Eligible Restricted Stock Unit Awards, dated August 27, 2008 (as amended and supplemented, the Offer to Exchange), filed as Exhibit (a)(9) to the Statement, the Acceptance Letter, filed as Exhibit (a)(3) to the Statement (the Acceptance Letter), and the Withdrawal Letter, filed as Exhibit (a)(4) to the Statement (the Withdrawal Letter).

Capitalized terms used but not defined herein shall have the meanings given to such terms in the Offer to Exchange.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Statement is amended and supplemented to add the following:

The Offer to Eligible Employees to exchange Eligible RSUs for a SAR and/or Notional Cash Account Credit expired at 12:00 Midnight, Eastern Time, on September 11, 2008. Pursuant to the Offer to Exchange, Lear accepted for exchange 75,084.46 Eligible RSUs from 72 participating Eligible Employees, representing 32% of the Eligible RSUs subject to the Offer. In exchange for the Tendered RSUs, Lear issued 181,929.55 cash-settled SARs and \$246,901.31 of Notional Cash Account Credits to participating Eligible Employees.

ITEM 12. EXHIBITS.

Item 12 of the Statement is amended and supplemented to add the following exhibits:

(a)(11) Form of E-mail Notice to Participating Eligible Employees Regarding Expiration of the Offer

(a)(12) Form of E-mail Notice to Non-Participating Eligible Employees Regarding Expiration of the Offer

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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.

LEAR CORPORATION

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

Date: September 12, 2008

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EXHIBIT INDEX

Exhibit No. Description

- (a)(1)* Offer to Exchange Eligible Restricted Stock Unit Awards, dated August 14, 2008
- (a)(2)* Letter to all Eligible Employees from Daniel A. Ninivaggi, dated August 14, 2008
- (a)(3)* Form of Acceptance Letter
- (a)(4)* Form of Withdrawal Letter
- (a)(5)* Forms of Confirmation Emails
- (a)(6)* Forms of Reminder Communications to Eligible Employees
- (a)(7)* Supplement to the 2006, 2007 and 2008 Management Stock Purchase Plan Terms and Conditions
- (a)(8)* Employee Presentation Materials
- (a)(9)* Supplement to Offer to Exchange Eligible Restricted Stock Unit Awards, dated August 27, 2008
- (a)(10)* Form of E-mail Regarding Supplement to Offer to Exchange Eligible Restricted Stock Unit Awards, dated August 27, 2008
- (a)(11)** Form of E-mail Notice to Participating Eligible Employees Regarding Expiration of the Offer
- (a)(12)** Form of E-mail Notice to Non-Participating Eligible Employees Regarding Expiration of the Offer
- (d)(1) Lear Corporation Long-Term Stock Incentive Plan, as amended and restated, Conformed Copy through Fourth Amendment (incorporated by reference to Exhibit 4.1 of Post-Effective Amendment No. 3 to Lear's Registration Statement on Form S-8 filed on November 3, 2006)
- (d)(2) Fifth Amendment to Lear Corporation Long-Term Stock Incentive Plan, effective November 1, 2006 (incorporated by reference to Exhibit 10.12 to Lear's Annual Report on Form 10-K for the year ended December 31, 2006)
- (d)(3) 2006 Management Stock Purchase Plan (U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.41 to Lear's Annual Report on Form 10-K for the year ended December 31, 2005)
- (d)(4) 2007 Management Stock Purchase Plan (U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.33 to Lear's Annual Report on Form 10-K for the year ended December 31, 2006)
- (d)(5) 2008 Management Stock Purchase Plan (U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.37 to Lear's Annual Report on Form 10-K/A for the year ended December 31, 2007)
- (d)(6) 2006 Management Stock Purchase Plan (Non-U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.42 to Lear's Annual Report on Form 10-K for the year ended December 31, 2005)
- (d)(7) 2007 Management Stock Purchase Plan (Non-U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.34 to Lear's Annual Report on Form 10-K for the year ended December 31, 2006)
- (d)(8) 2008 Management Stock Purchase Plan (Non-U.S.) Terms and Conditions (incorporated by reference to Exhibit 10.38 to Lear's Annual Report on Form 10-K/A for the year ended December 31, 2007)

* Previously filed with the Tender Offer Statement on Schedule TO, filed with the SEC on August 14, 2008, Amendment No. 1 to the Schedule TO, filed with the

SEC on
August 20,
2008, or
Amendment
No. 2 to the
Schedule TO,
filed with the
SEC on
August 27,
2008, as
applicable.

** Filed herewith.