

LEAR CORP
Form DEFA14A
May 01, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

LEAR CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Edgar Filing: LEAR CORP - Form DEFA14A

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- .. Fee paid previously with preliminary materials:

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

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

(4) Date Filed:

May 1, 2015

To Our Shareholders:

Lear Corporation (Lear) will be holding its 2015 Annual Meeting of Stockholders on May 14, 2015 at 9:00 a.m. at Lear's corporate headquarters at 21557 Telegraph Road, Southfield Michigan 48033. At this meeting, among other items, Lear's stockholders will vote for the election of directors to Lear's Board of Directors (the Board).

We are writing to provide our stockholders with supplemental information regarding the election of Mr. Conrad Mallett, Jr. as a director on Lear's Board.

Mr. Mallett was unfortunately unable to attend 75% of the meetings of the Board and committees on which he served during 2014. Mr. Mallett was absent from two meetings in 2014 due to a family illness. Had he been able to attend such meetings, his attendance rate in 2014 would have exceeded 80%.

During his distinguished tenure on Lear's Board, which commenced in 2002, Mr. Mallett has demonstrated a strong commitment to Lear and the Board. Since he joined the Board, Mr. Mallett's overall attendance at Board and committee meetings has been approximately 95%. Clearly, Mr. Mallett's inability to attend 75% of the Board and committee meetings in 2014 was an aberration from his otherwise excellent attendance record.

Mr. Mallett is a valued member of Lear's Board. Mr. Mallett brings a unique and valuable perspective to the Board, including by virtue of his experience as having served as Chief Justice of the Michigan Supreme Court and through his current position as Chief Administrative Officer of the Detroit Medical Center. For the past five years, Mr. Mallett served as Chairman of the Compensation Committee of the Board. We believe Mr. Mallett is a highly qualified director committed to creating stockholder value and being an effective representative of our stockholders.

Lear's Board recommends a vote FOR the election of each of the nine nominees for director. We urge you to vote FOR Mr. Mallett in light of the above.

Very truly yours,

Matthew J. Simoncini

President, Chief Executive Officer and Director