

LEAR CORP  
Form 8-K  
May 09, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 7, 2008  
LEAR CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-11311**  
(Commission File Number)

**13-3386776**  
(IRS Employer Identification  
Number)

**21557 Telegraph Road,  
Southfield, MI**  
(Address of principal executive  
offices)

**48033**  
(Zip Code)

**(248) 447-1500**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 7, 2008, the Compensation Committee (the Committee) of the Board of Directors of Lear Corporation (Lear or the Company) approved merit increases to the annual base salary levels of certain of Lear's executive officers, effective May 1, 2008, including the following: Daniel A. Ninivaggi, Executive Vice President, Strategic and Corporate Planning from \$775,000 to \$790,000; Raymond E. Scott, Senior Vice President and President, Global Electrical and Electronic Systems from \$625,000 to \$640,000; Louis R. Salvatore, Senior Vice President and President, Global Seating Systems from \$625,000 to \$640,000; James H. Brackenbury, Senior Vice President and President, European Operations from \$550,000 to \$560,000; and Matthew J. Simoncini, Senior Vice President and Chief Financial Officer from \$575,000 to \$640,000. No increases were made to the annual base salary levels of Robert E. Rossiter, Chairman, Chief Executive Officer and President, or James H. Vandenberghe, Vice Chairman. On May 7, 2008, in recognition of Mr. Vandenberghe's contributions to Lear and the commencement of his one-year consulting agreement on his May 31, 2008 retirement date, the Committee also approved the award of cash-settled stock appreciation rights (SARs) to Mr. Vandenberghe. The awards include (i) SARs on 50,000 shares of Lear common stock with a grant price of \$39.00 per share and an expiration date of March 19, 2009 and (ii) SARs on 75,000 shares of Lear common stock with a grant price of \$41.83 per share and an expiration date of June 30, 2009. All of the SARs will vest and become exercisable on July 1, 2008, provided that all of Mr. Vandenberghe's currently outstanding stock option awards expire unexercised on or prior to June 30, 2008. Upon the exercise of vested SARs, Mr. Vandenberghe is entitled to an amount in cash equal to the aggregate amount, if any, by which the Lear stock price upon exercise exceeds the grant price of the SAR for all SARs so exercised. The foregoing summary of the terms of the SARs is qualified in its entirety by reference to the full text of the SARs Terms and Conditions, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

**Section 8 Other Events**

**Item 8.01 Other Events.**

The Annual Meeting of Stockholders of the Company was held on May 8, 2008. The stockholders of the Company voted to approve (i) the election of Messrs. Vincent J. Intrieri, Conrad L. Mallett, Jr. and Robert E. Rossiter as directors of the Company for terms expiring at the annual meeting of stockholders in 2009, (ii) the ratification of the appointment of Ernst & Young LLP as Lear's independent registered public accounting firm for the year ending December 31, 2008 and (iii) a stockholder proposal to adopt simple majority voting requirements in Lear's charter and by-laws.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Number Exhibit Description**

10.1 Cash-Settled Stock Appreciation Rights Terms and Conditions for James H. Vandenberghe

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**LEAR CORPORATION,**  
a Delaware corporation

Date: May 9, 2008

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

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**EXHIBIT INDEX**

**Exhibit No. Description**

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