

MAGNA INTERNATIONAL INC  
Form 40-F/A  
March 31, 2011

# United States Securities and Exchange Commission

Washington, D.C. 20549

## FORM 40-F/A

AMENDMENT NO. 1

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) or 15(d) of THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

Commission File Number 001-11444

### Magna International Inc.

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English (if applicable))

**Province of Ontario, Canada**

(Province of other jurisdiction of incorporation or organization)

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3714

(Primary Standard Industrial Classification Code number (if applicable))

**Not Applicable**

(I.R.S. Employer Identification Number (if applicable))

**337 Magna Drive, Aurora, Ontario, Canada L4G 7K1 (905) 726-2462**

(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System, 1633 Broadway, New York, New York 10019 (212) 664-1666**

(Name, address (including zip code) and telephone number (including area code))

of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

	<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Shares</b>		<b>New York Stock Exchange</b>

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form  Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report

**242,771,789 Common Shares**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also hereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If **Yes** is marked, indicate the filing

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number assigned to the Registrant in connection with such Rule. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

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**EXPLANATORY NOTE**

The Registrant is filing this Form 40-F/A as an amendment to the registrant's Annual Report on Form 40-F dated March 31, 2011 ( Form 40-F ) as filed with the Securities and Exchange Commission on March 31, 2011, in order to replace the Consent of Independent Registered Public Accounting Firm Exhibit 3 originally filed, with the more fulsome form attached hereto as Exhibit 3. No other changes have been made to the Form 40-F.

Other than as expressly set forth above, this Form 40-F/A does not, and does not purport to, update, or restate the information in any Item of the Form 40-F. All filed exhibits other than Exhibit 3 to the Form 40-F remain correct and complete.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: MAGNA INTERNATIONAL INC.

By (Signature and Title): */s/ Bassem A. Shakeel*  
Bassem A. Shakeel  
Vice-President and Secretary

Date: March 31, 2011

**EXHIBIT INDEX**

Exhibit 3 Consent of Ernst & Young LLP.