

LEAR CORP
Form 15-12B
November 09, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 1-11311

Lear Corporation

(Exact name of registrant as specified in its charter)

**21557 Telegraph Road
Southfield, Michigan 48033
(248) 447-1500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, Par Value \$0.01 Per Share*

Series A Junior Participating Preferred Stock, Par Value \$0.01 Per Share*

Preferred Share Purchase Rights*

(Title of each class of securities covered by this Form)

Common Stock, Par Value \$0.01 Per Share*

Warrants to Purchase Common Stock, Par Value \$0.01 Per Share*

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None

* On November 9,
2009 (the
Effective Date),
the First
Amended Joint
Plan of
Reorganization
of Lear
Corporation
(Lear) and
certain of its
United States
and Canadian
subsidiaries (the
Plan), as

confirmed by an order of the United States Bankruptcy Court for the Southern District of New York entered on November 5, 2009, became effective.

Pursuant to the Plan, on the Effective Date:

(i) all equity securities of Lear issued and outstanding immediately prior to the Effective Date were cancelled, including (a) the common stock, par value \$0.01 per share (the Old Common Stock), (b) the Series A Junior Participating Preferred Stock, par value \$0.01 per share (the Old Preferred Stock), and (c) the preferred share purchase rights (the Rights) and

(ii) common stock, par value \$0.01 per share, of Lear (the New Common Stock) and warrants to purchase the New Common Stock (the Warrants) were issued for

distribution in accordance with the Plan. Accordingly, Lear has filed registration statements on Form 8-A to register the New Common Stock under Section 12(b) of the Securities Exchange Act of 1934 (the Exchange Act) and the Warrants under Section 12(g) of the Exchange Act, respectively, and is filing this Form 15 to terminate the registration of the Old Common Stock, the Old Preferred Stock and the Rights under Section 12(g) of the Exchange Act and suspend its duty to file reports under Section 13 and 15(d) of the Exchange Act in connection with such Old Common Stock, Old Preferred Stock and the Rights.

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Pursuant to the requirements of the Securities Exchange Act of 1934, Lear Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: November 9, 2009

LEAR CORPORATION

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and Chief
Financial Officer