

Delphi Automotive PLC  
Form S-8 POS  
January 14, 2015

As filed with the Securities and Exchange Commission on January 14, 2015

Registration No. 333-179448

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**DELPHI AUTOMOTIVE PLC**

**(Exact Name of Registrant as Specified in its Charter)**

**Jersey**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**3714**  
**(Primary Standard Industrial**  
**Classification Code Number)**

**98-1029562**  
**(I.R.S. Employer**  
**Identification No.)**

**Courteney Road**

**Hoath Way**

**Gillingham, Kent ME8 0RU**

**United Kingdom**

**011-44-163-423-4422**

**(Address of Principal Executive  
Offices)**

**First Amended and Restated Delphi Automotive LLP 2010 Management Value Creation Plan  
(As Amended and Restated by the Second Amended and Restated Delphi Automotive LLP**

**2010 Management Value Creation Plan)  
(Full Titles of the Plans)**

**Mark J. Murphy**

**Chief Financial Officer and**

**Executive Vice President**

**c/o Delphi Automotive Systems, LLC**

**5725 Delphi Drive**

**Troy, MI 48098**

**(248) 813-2000**

**(Telephone Number, Including Area Code, of Agents for Service)**

*With copies to:*

**David M. Sherbin**

**Senior Vice President, General Counsel, Secretary and Chief  
Compliance Officer**

**Kyoko Takahashi Lin**

**Davis Polk & Wardwell LLP**

**450 Lexington Avenue**

**c/o Delphi Automotive Systems, LLC**

**New York, NY 10017**

**5725 Delphi Drive**

**(212) 450-4000**

**Troy, MI 48098**

**(248) 813-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

On February 9, 2012, Delphi Automotive PLC (the Registrant ) registered 7,000,000 of its ordinary shares, par value \$0.01 per share ( Ordinary Shares ), reserved for issuance under the First Amended and Restated Delphi Automotive LLP 2010 Management Value Creation Plan, as amended and restated by the Second Amended and Restated Delphi Automotive LLP 2010 Management Value Creation Plan (the VCP ) on a Form S-8 Registration Statement (File No. 333-179448) (the Registration Statement ) filed with the Securities and Exchange Commission.

The VCP has terminated by its terms and there are no outstanding awards under the VCP. Therefore, pursuant to the undertaking contained in the Registration Statement, the Registrant hereby files this Post-Effective Amendment No.1 to deregister, as of the effective date of this Post-Effective Amendment No. 1, 6,282,770 Ordinary Shares remaining unissued under the VCP.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 14<sup>th</sup> day of January 2015.

Delphi Automotive PLC

By: /s/ David M. Sherbin

Name: David M. Sherbin

Title: Senior Vice President, General  
Counsel, Secretary and Chief  
Compliance Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
	Chief Executive Officer, President and Director	
* Rodney O Neal	(Principal Executive Officer)	January 14, 2015
	Chief Financial Officer and Executive Vice President	
/s/ Mark J. Murphy Mark J. Murphy	(Principal Financial Officer)	January 14, 2015

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Chief Accounting Officer and

Vice President

\*  
Allan J. Brazier

(Principal Accounting Officer)

January 14, 2015

\*  
John A. Krol

Chairman of the Board of Directors

January 14, 2015

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Gary L. Cowger	Director	January 14, 2015
* Nicholas M. Donofrio	Director	January 14, 2015
* Mark P. Frissora	Director	January 14, 2015
* Rajiv L. Gupta	Director	January 14, 2015
* J. Randall MacDonald	Director	January 14, 2015
* Sean O. Mahoney	Director	January 14, 2015
* Thomas W. Sidlik	Director	January 14, 2015
* Bernd Wiedemann	Director	January 14, 2015
* Lawrence A. Zimmerman	Director	January 14, 2015

\* The undersigned, by signing his name hereto, does execute this Registration Statement on behalf of the persons identified above pursuant to a power of attorney previously executed in connection with this Registration Statement.

By: /s/ David M. Sherbin  
David M. Sherbin  
Attorney-in-Fact