

LEAR CORP  
Form 8-K  
November 04, 2008

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**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): November 3, 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 Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) On November 3, 2008, Mr. Vincent J. Intrieri, a director of Lear Corporation (the Company) and Senior Managing Director of Icahn Capital LP, notified the Company of his resignation as a director of the Company, effective immediately. Mr. Carl C. Icahn, Chief Executive Officer of Icahn Capital LP, also submitted a letter to the Company in connection with Mr. Intrieri's resignation.

Copies of Mr. Intrieri's resignation letter and Mr. Icahn's letter to the Company are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits:**

**Exhibit Number Exhibit Description**

99.1 Resignation letter from Mr. Vincent J. Intrieri, dated November 3, 2008

99.2 Letter from Mr. Carl C. Icahn, dated November 3, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Lear Corporation**

Date: November 3, 2008

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and  
Chief Financial Officer

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<b>Exhibit Number</b>	<b>Exhibit Description</b>
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99.2	Letter from Mr. Carl C. Icahn, dated November 3, 2008