

LEAR CORP

FORM 8-K (Current report filing)

Filed 02/14/18 for the Period Ending 02/13/18

Address	21557 TELEGRAPH ROAD SOUTHFIELD, MI, 48033
Telephone	2484471500
CIK	0000842162
Symbol	LEA
SIC Code	3714 - Motor Vehicle Parts and Accessories
Industry	Auto, Truck & Motorcycle Parts
Sector	Consumer Cyclical
Fiscal Year	12/31

**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): February 13, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 8 – Other Events**Item 8.01 Other Events.**

On February 14, 2018, Lear Corporation (the “Company”) announced that on February 13, 2018, its Board of Directors approved the declaration of a \$0.70 per share quarterly cash dividend on the Company’s common stock and authorized an increase in the Company’s share repurchase authorization to \$1.5 billion and extended the authorization until December 31, 2020.

Additionally, on February 14, 2018, the Company announced that its 2018 annual meeting of stockholders will be held at the Company’s Corporate Headquarters at 21557 Telegraph Road, Southfield, Michigan 48033, on May 17, 2018, at 9:00 a.m. Eastern Time. The record date for determination of stockholders entitled to notice of, and to vote at, the 2018 annual meeting of stockholders is March 22, 2018.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued February 14, 2018

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: February 14, 2018

By: /s/ Jeffrey H. Vanneste
Name: Jeffrey H. Vanneste
Title: Senior Vice President and Chief Financial Officer

FOR IMMEDIATE RELEASE

Lear Contacts :**Mel Stephens
(248) 447-1624****Joel Elsesser
(248) 447-5512****Lear Increases Share Repurchase Authorization to \$1.5 Billion
and Raises Quarterly Cash Dividend by 40%
from \$0.50 to \$0.70 Per Share**

SOUTHFIELD, Michigan, February 14, 2018 — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical systems, today announced that its Board of Directors has authorized an increase in the Company's share repurchase authorization to \$1.5 billion and extended the authorization period until December 31, 2020. In addition, the Board raised the quarterly cash dividend on the Company's common stock by 40% from \$0.50 per share to \$0.70 per share. The next dividend is payable on March 26, 2018 to shareholders of record at the close of business on March 7, 2018.

"The Company's record financial performance, balance sheet strength and very favorable outlook are allowing us to significantly increase our dividend and continue our proven track record of returning capital to our shareholders," said Matt Simoncini, Lear President and Chief Executive Officer. For some time now, we have made significant investments in our business which have given Lear unique product capabilities and an industry-leading cost structure. Today we are in the strongest competitive position in our 100-year history. Over the last five years, we have returned record levels of cash to our shareholders in the form of dividends and share repurchases. Lear's total return to shareholders during this period was 300%, better than any of our peers and three times the return for the S&P 500."

"Lear's Board of Directors fully supports the Company's balanced strategy of investing in the business and consistently returning cash to shareholders, while maintaining a strong and flexible balance sheet. The shareholder actions announced today are consistent with this strategy and demonstrate the confidence Lear's Board has in the Company's outlook," said Henry D. G. Wallace, Lear's Non-Executive Chairman.

At the end of 2017, Lear had \$546 million remaining on its share repurchase authorization. Including today's action, Lear's total available share repurchase authorization is now \$1.5 billion. Since the Company began its share repurchase and dividend programs in 2011, Lear has returned approximately \$4 billion to shareholders, including the repurchase of 42% of the Company's shares outstanding at the commencement of our share repurchase program.

Lear may implement share repurchases under its share repurchase authorization utilizing a variety of methods including open market purchases, accelerated share repurchase programs, privately negotiated transactions and structured repurchase transactions. Share repurchases are subject to the Company's alternative uses of capital and prevailing financial, market and industry conditions.

Lear's 2018 Annual Stockholders Meeting will be held on May 17, 2018 at 9:00 a.m. Eastern Time, at the Company's corporate headquarters, 21557 Telegraph Road, Southfield, Michigan 48033. The record date for determining eligibility to vote at the 2018 Annual Meeting is March 22, 2018.

About Lear Corporation

Lear Corporation was founded in Detroit in 1917 as American Metal Products. Today, Lear is one of the world's leading suppliers of automotive seating and electrical systems (E-Systems). Lear serves every major automaker in the world, and Lear content can be found on more than 400 vehicle nameplates. Lear's world-class products are designed, engineered and manufactured by a diverse team of approximately 165,000 employees at 257 locations in 39 countries. Lear currently ranks #151 on the Fortune 500. Lear's headquarters are in Southfield, Michigan. Further information about Lear is available at lear.com or follow us on Twitter @LearCorporation.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates," "forecasts" and similar expressions identify certain of these forward-looking statements. The Company also may provide forward-looking statements in oral statements or other written materials released to the public. All statements contained or incorporated in this press release or in any other public statements that address operating performance, events or developments that the Company expects or anticipates may occur in the future are forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements are discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and its other Securities and Exchange Commission filings. Future operating results will be based on many factors, including actual industry production volumes, commodity prices and the Company's success in implementing its operating strategy.

Information in this press release relies on assumptions in the Company's sales backlog. The Company's sales backlog reflects anticipated net sales from formally awarded new programs less lost and discontinued programs. The calculation of the sales backlog does not reflect customer price reductions on existing or newly awarded programs. The sales backlog may be impacted by various assumptions embedded in the calculation, including vehicle production levels on new programs, foreign exchange rates and the timing of major program launches.

The forward-looking statements in this press release are made as of the date hereof, and the Company does not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date hereof.

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