

LEAR CORP
Form 8-K
May 16, 2012

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): **May 16, 2012**

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))

Section 5 Corporate Governance and Management**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 16, 2012, Lear Corporation (Lear) held its annual meeting of stockholders. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders:

| | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|---|---------------------|----------------------------|-------------|---------------------|
| Election of directors | | | | |
| Thomas P. Capo | 79,566,603 | 2,328,696 | 121,264 | 5,952,663 |
| Jonathan F. Foster | 79,569,098 | 2,326,201 | 121,264 | 5,952,663 |
| Conrad L. Mallett, Jr. | 79,863,022 | 2,032,251 | 121,290 | 5,952,663 |
| Donald L. Runkle | 79,897,127 | 1,997,796 | 121,640 | 5,952,663 |
| Matthew J. Simoncini | 80,631,146 | 1,263,777 | 121,640 | 5,952,663 |
| Gregory C. Smith | 78,740,807 | 3,154,492 | 121,264 | 5,952,663 |
| Henry D.G. Wallace | 79,122,072 | 2,772,826 | 121,665 | 5,952,663 |
| Ratification of appointment of independent registered public accounting firm | | | | |
| | 80,400,114 | 7,215,788 | 353,324 | 0 |
| Advisory approval of Lear Corporation's executive compensation | | | | |
| | 79,657,712 | 1,966,164 | 392,687 | 5,952,663 |

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

On May 16, 2012, Lear announced that its Board of Directors has declared a \$0.14 per share quarterly cash dividend on Lear's common stock. A copy of the press release is attached hereto as a Exhibit 99.1 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 | Press release, dated May 16, 2012 |

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: May 16, 2012

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

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-----------------------|-----------------------------------|
| 99.1 | Press release, dated May 16, 2012 |