

Aptiv PLC
Form 8-K
March 14, 2019

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):

March 14, 2019

Aptiv PLC

(Exact name of registrant as specified in its charter)

Jersey
(State or other jurisdiction

of incorporation)

001-35346
(Commission

File Number)

98-1029562
(IRS Employer

Identification No.)

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5 Hanover Quay

Grand Canal Dock

Dublin 2, Ireland

(Address of Principal Executive Offices) (Zip Code)

(Registrant's Telephone Number, Including Area Code) 351-1-259-7013

(Former Name or Former Address, if Changed Since Last Report) N/A

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 (*see* General Instruction A.2. below):

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 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. ☐.

Item 1.01. Entry into a Material Definitive Agreement

Pursuant to the previously announced offering of \$300,000,000 aggregate principal amount of 4.350% Senior Notes due 2029 (the 2029 Notes) and \$350,000,000 aggregate principal amount of 5.400% Senior Notes due 2049 (the 2049 Notes and, together with the 2029 Notes, the Notes) to be issued by Aptiv PLC (the Issuer), the Issuer, certain Guarantors (as defined below), Wilmington Trust, National Association, as trustee, and Deutsche Bank Trust Company Americas, as registrar, paying agent and authenticating agent, entered into a fifth supplemental indenture, dated as of March 14, 2019 (the Supplemental Indenture) to the Senior Notes Indenture dated as of March 10, 2015 (as previously amended, supplemented or otherwise modified from time to time, the Base Indenture and together with the Supplemental Indenture, the Indenture), providing for the issuance of the Notes. The Notes will be fully and unconditionally guaranteed on a senior unsecured basis (the Guarantees and, together with the Notes, the Securities) by certain of the Issuer's subsidiaries (collectively, the Guarantors).

The 2029 Notes will bear interest at a fixed rate of 4.350% per annum, and interest will be payable on March 15 and September 15 of each year, beginning September 15, 2019, until the maturity date of March 15, 2029. The 2049 Notes will bear interest at a fixed rate of 5.400% per annum, and interest will be payable on March 15 and September 15 of each year, beginning September 15, 2019, until the maturity date of March 15, 2049. The Issuer may redeem the Notes at such times and at the redemption prices as provided for in the Indenture. The Indenture also contains certain covenants as set forth in the Indenture and requires the Issuer to offer to repurchase the Notes upon certain change of control events.

The Base Indenture and the Supplemental Indenture (including the form of Notes) are filed as Exhibits 4.1 and 4.2 to this Current Report on Form 8-K, respectively, and are incorporated herein by reference.

Item 8.01 Other Events.

The above-mentioned offering was made pursuant to an effective shelf registration statement on Form S-3 (File No. 333-228021) filed by the Issuer and the Guarantors. Opinions of counsel for the Issuer and the Guarantors are filed as Exhibits 5.1, 5.2, and 5.3 to this Current Report on Form 8-K, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 4.1 Senior Notes Indenture, dated as of March 10, 2015, among Aptiv PLC, the guarantors named therein, Wilmington Trust, National Association, as Trustee and Deutsche Bank Trust Company Americas, as Registrar, Paying Agent and Authenticating Agent (incorporated by reference to the Current Report on Form 8-K filed on March 10, 2015).
- 4.2 Fifth Supplemental Indenture, dated as of March 14, 2019, among Aptiv PLC, the guarantors named therein, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Registrar, Paying Agent and Authenticating Agent.
- 5.1 Opinion of Davis Polk & Wardwell LLP with respect to the Securities.
- 5.2 Opinion of Carey Olsen with respect to certain matters of Jersey law.
- 5.3 Opinion of Davis Polk & Wardwell London LLP with respect to certain matters of English law.
- 23.1 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).

- 23.2 Consent of Carey Olsen (included in Exhibit 5.2).
- 23.3 Consent of Davis Polk & Wardwell London LLP (included in Exhibit 5.3).

SIGNATURES

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

Date: March 14, 2019

APTIV PLC

By: /s/ David M. Sherbin

David M. Sherbin

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