

LEAR CORP  
Form 8-K  
May 14, 2015

**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 14, 2015**

**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 14, 2015, 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 |
|---|------------------|----------------------|-------------|------------------|
| <b>Election of directors</b>  |                  |                      |             |                  |
| Richard H. Bott   | 65,828,819       | 51,300               | 203,643     | 4,883,683        |
| Thomas P. Capo  | 62,187,204       | 3,690,530            | 206,028     | 4,883,683        |
| Jonathan F. Foster  | 64,321,873       | 1,559,929            | 201,960     | 4,883,683        |
| Kathleen A. Ligocki   | 65,827,112       | 57,663               | 198,987     | 4,883,683        |
| Conrad L. Mallett, Jr.  | 60,512,118       | 5,370,995            | 200,649     | 4,883,683        |
| Donald L. Runkle  | 65,820,553       | 63,895               | 199,314     | 4,883,683        |
| Matthew J. Simoncini  | 65,831,122       | 53,152               | 199,488     | 4,883,683        |
| Gregory C. Smith  | 65,829,145       | 55,209               | 199,408     | 4,883,683        |
| Henry D.G. Wallace  | 62,175,553       | 3,708,938            | 199,271     | 4,883,683        |
| <b>Ratification of appointment of independent registered public accounting firm</b> |                  |                      |             |                  |
|   | 69,776,889       | 857,955              | 332,601     |                  |
| <b>Advisory approval of Lear Corporation's executive compensation</b>               |                  |                      |             |                  |
|   | 64,871,429       | 794,424              | 417,909     | 4,883,683        |

## Section 8 Other Events

### Item 8.01 Other Events.

On May 14, 2015, Lear announced that its Board of Directors has declared a \$0.25 per share quarterly cash dividend on Lear's common stock. A copy of the press release is attached hereto as 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 14, 2015 |



**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 14, 2015

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

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Exhibit Description</b>        |
|-----------------------|-----------------------------------|
| 99.1                  | Press release, dated May 14, 2015 |