

LEAR CORP  
Form 15-12B  
November 09, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR  
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 1-11311**

**Lear Corporation**

(Exact name of registrant as specified in its charter)

**21557 Telegraph Road  
Southfield, Michigan 48033  
(248) 447-1500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, Par Value \$0.01 Per Share\***

**Series A Junior Participating Preferred Stock, Par Value \$0.01 Per Share\***

**Preferred Share Purchase Rights\***

(Title of each class of securities covered by this Form)

**Common Stock, Par Value \$0.01 Per Share\***

**Warrants to Purchase Common Stock, Par Value \$0.01 Per Share\***

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                          |
|----------------------|--------------------------|
| Rule 12g-4(a)(1)     | <input type="checkbox"/> |
| Rule 12g-4(a)(2)     | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i)  | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6           | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: None

\* On November 9,  
2009 (the  
Effective Date ),  
the First  
Amended Joint  
Plan of  
Reorganization  
of Lear  
Corporation  
( Lear ) and  
certain of its  
United States  
and Canadian  
subsidiaries (the  
Plan ), as

confirmed by an order of the United States Bankruptcy Court for the Southern District of New York entered on November 5, 2009, became effective.

Pursuant to the Plan, on the Effective Date:

(i) all equity securities of Lear issued and outstanding immediately prior to the Effective Date were cancelled, including (a) the common stock, par value \$0.01 per share (the Old Common Stock ), (b) the Series A Junior Participating Preferred Stock, par value \$0.01 per share (the Old Preferred Stock ), and (c) the preferred share purchase rights (the Rights ) and

(ii) common stock, par value \$0.01 per share, of Lear (the New Common Stock ) and warrants to purchase the New Common Stock (the Warrants ) were issued for

distribution in accordance with the Plan. Accordingly, Lear has filed registration statements on Form 8-A to register the New Common Stock under Section 12(b) of the Securities Exchange Act of 1934 (the Exchange Act ) and the Warrants under Section 12(g) of the Exchange Act, respectively, and is filing this Form 15 to terminate the registration of the Old Common Stock, the Old Preferred Stock and the Rights under Section 12(g) of the Exchange Act and suspend its duty to file reports under Section 13 and 15(d) of the Exchange Act in connection with such Old Common Stock, Old Preferred Stock and the Rights.

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Pursuant to the requirements of the Securities Exchange Act of 1934, Lear Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: November 9, 2009

LEAR CORPORATION

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and Chief  
Financial Officer