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AUTOLIV INC
Form 10-K/A
July 02, 2002

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

FORM 10-K/A
(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001,

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____
TO _____.

Commission file number: 001-12933

AUTOLIV, INC.

(Exact name of registrant as specified in its charter)

Delaware

51-0378542

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

World Trade Center,
Klarabergsviadukten 70, SE-107 24
Stockholm, Sweden

N/A

(Address of principal executive offices)

(Zip Code)

+46 8 587 20 600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on
Common Stock, par value \$1.00 per share	which registered:
Swedish Depositary Receipts	New York Stock Exchange
	Stockholm Stock Exchange

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the Common Stock held by

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non-affiliates, based upon the closing price on the New York Stock Exchange-Composite Transaction Listing on March 18, 2002: \$ 2,461 million.

Number of shares of Common Stock outstanding as of March 18 2002: 97,851,610

EXPLANATORY NOTE

Autoliv, Inc. ("Autoliv") hereby amends and restates in its entirety "Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K" of its Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Securities and Exchange Commission (the "Commission") on March 20, 2002. The sole purpose of this amendment is to remove Exhibits 2.1(a), 2.1(b), 2.2, 2.3, 2.4 and 99.2, to renumber Exhibit 99.1 as Exhibit 10.2 and to add Exhibits 10.1, 10.3, 10.4, 10.5, 10.6, 10.7 and 10.8, which exhibits are filed herewith.

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) Documents Filed as Part of this Report

(1) Financial Statements

The following consolidated financial statements are included on pages 26 through 38 and Selected Financial Data on page 39 of the Annual Report to Shareholders for the fiscal year ended December 31, 2001 (the "Annual Report"), and are incorporated herein by reference:

(i) Consolidated Statement of Income -- Years ended December 31, 2001, 2000 and 1999 (page 26); (ii) Consolidated Balance Sheet -- as of December 31, 2001 and 2000 (page 27); (iii) Consolidated Statement of Cash Flows -- Years ended December 31, 2001, 2000 and 1999 (page 28); (iv) Notes to Consolidated Financial Statements (pages 29-37) (v) Report of Independent Auditors (page 38)

(2) Financial Statement Schedules

All of the schedules specified under Regulation S-X to be provided by Autoliv have been omitted either because they are not applicable, they are not required, or the information required is included in the financial statements or notes thereto.

(3) Index to Exhibits

Exhibit No.	Description
3.1	Autoliv's Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-4 (File No. 333-23813 (the "Registration Statement")).
3.2	Autoliv's Restated By-Laws, incorporated herein by reference to Exhibit 3.2 to the Registration Statement.
4.1	Rights Agreement, dated as of December 4,

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1997, between Autoliv and First Chicago Trust Company of New York (the "Rights Agreement") incorporated herein by reference to Exhibit 3 to Autoliv's Registration Statement on Form 8-A (File No. 1-12933).

- 10.1* Facilities Agreement, dated November 13, 2000, among Autoliv, Inc. and the lenders named therein, as amended by amendment dated November 5, 2001, as further amended by amendment dated December 12, 2001, and as further amended by amendment dated June 6, 2002.
- 10.2 Autoliv, Inc. 1997 Stock Incentive Plan, incorporated herein by reference to Autoliv's Registration Statement on Form S-8 (File No. 333-26299).
- 10.3* Amendment No. 1 to Autoliv, Inc. 1997 Stock Incentive Plan.
- 10.4* Form of Employment Agreement between Autoliv, Inc. and its executive officers.
- 10.5* Form of Supplementary Agreement to the Employment Agreement between Autoliv and certain of its executive officers.
- 10.6* Employment Agreement, dated November 11, 1998, between Autoliv, Inc. and Lars Westerberg.
- 10.7* Form of Severance Agreement between Autoliv and its executive officers.
- 10.8* Pension Agreement, dated November 26, 1999, between Autoliv AB and Lars Westerberg.
- 11 Information concerning the calculation of Autoliv 's earnings per share is included in Note 1 of the Consolidated Notes to Financial Statements contained in the Annual Report and is incorporated herein by reference.
- 13 Autoliv's Annual Report.
- 21 Autoliv's List of Subsidiaries.
- 22 No matters were submitted to Autoliv's stockholders during the fourth quarter of 2001.
- 23 Consent of Ernst & Young AB.

* Filed herewith.

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(b) Reports on Form 8-K

The Company did not file any reports on Form 8-K for the three months ended December 31, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

AUTOLIV, INC.

Date: July 2, 2002

By: /s/ Magnus Lindquist

Name: Magnus Lindquist
Title: Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	
/s/ S. Jay Stewart ----- S. Jay Stewart	Chairman of the Board of Directors	J
/s/ Lars Westerberg ----- Lars Westerberg	Chief Executive Officer and Director (Principal Executive Officer)	J
/s/ Magnus Lindquist ----- Magnus Lindquist	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	J
/s/ Per-Olof Aronson ----- Per-Olof Aronson	Director	J
/s/ Wilhelm Kull ----- Wilhelm Kull	Director	J
/s/ Walter Kunerth ----- Walter Kunerth	Director	J

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/s/ James M. Ringler

James M. Ringler

Director

/s/ Tetsuo Sekiya

Tetsuo Sekiya

Director

/s/ Roger W. Stone

Roger W. Stone

Director

/s/ Per Welin

Per Welin

Director

/s/ Dionisio Garza Medina

Dionisio Garza Medina

Director

Exhibit Index

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