

LEAR CORP  
Form 8-K  
May 13, 2011

**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 12, 2011**

**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 12, 2011, 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:

	<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Abstentions</b>	
<b>Election of directors</b>				
Thomas P. Capo	87,069,769	763,321	4,401	
Curtis J. Clawson	84,298,780	3,534,310	4,401	
Jonathan F. Foster	87,066,888	766,142	4,461	
Conrad L. Mallett, Jr.	86,661,950	1,171,140	4,401	
Robert E. Rossiter	87,802,743	30,347	4,401	
Donald L. Runkle	86,508,946	1,324,144	4,401	
Gregory C. Smith	85,730,722	2,102,308	4,461	
Henry D.G. Wallace	85,604,303	2,228,787	4,401	
<b>Ratification of appointment of independent registered public accounting firm</b>	82,294,617	9,093,088	7,375	
<b>Advisory approval of executive compensation</b>	83,874,507	3,843,594	119,390	
	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>
<b>Advisory approval of the frequency of future advisory votes on executive compensation</b>	76,099,661	3,786,904	7,806,421	144,505

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

On May 12, 2011, Lear announced that its Board of Directors has declared a \$0.125 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:**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press release, dated May 12, 2011

**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 13, 2011

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and Chief  
Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Press release, dated May 12, 2011

4