

BORGWARNER INC  
Form DEFA14A  
March 17, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a.12

**BorgWarner Inc.**

(Name of Registrant as Specified In its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth in the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Important Notice of Availability of Proxy Materials for the Annual Meeting of Stockholders of Borg Warner Inc. to Be Held on April 29, 2009 at 9:00 a.m., local time, at Company Headquarters, 3850 Hamlin Road, Auburn Hills, MI 48326** You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your **PROXY MATERIALS-VIEW OR RECEIVE** vote are now available. Please visit [www.proxyvote.com](http://www.proxyvote.com), where the following materials are available for viewing: **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.** Notice of Annual Meeting of Stockholders **We encourage you to access and review all of the important** Proxy Statement information contained in the proxy materials before voting. Form of electronic Proxy Card Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2008 **HOW TO VIEW MATERIALS VIA INTERNET** Have the 12 Digit Control Number available and visit: *BORGWARNER INC.* [www.proxyvote.com](http://www.proxyvote.com) *3850 HAMLIN ROAD AUBURN HILLS, MI 48326* **HOW TO REQUEST A COPY OF MATERIALS** If you want to receive a paper or e-mail copy of the documents available on the internet, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before 4/15/09 to facilitate timely delivery. 1) BY INTERNET-[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE-1-800-579-16393) BY E-MAIL \*-[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) R1BRG1 *See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information How To Vote** Meeting Type: Annual **Vote In Person** Meeting Date: 04/29/09 Many stockholder meetings have attendance requirements Meeting Time: 9:00 a.m., local time including, but not limited to, the possession of a ticket For holders as of: 03/02/09 ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting **Meeting Location:** attendance. At the Meeting, you will need to request a ballot to vote these shares. Company Headquarters **Vote By Internet** 3850 Hamlin Road Auburn Hills, MI 48326 To vote **now** by Internet, go to **WWW.PROXYVOTE.COM**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 28, 2009. Have your notice in hand when you access the website and follow the instructions. **Vote By Telephone** To vote **now** by telephone, call **1-800-690-6903**. Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 28, 2009. Have your notice in hand when you call and follow the instructions.

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**Voting items The Board of Directors recommends that you vote FOR the following proposals:** 1. Election of four Class I Directors and one Class III Director: **Nominees:** (01) Phyllis O. Bonanno (Class I) (04) Thomas T. Stallkamp (Class I) (02) Alexis P. Michas (Class I) (05) Dennis C. Cuneo (Class III) (03) Richard O. Schaum (Class I) 2. To approve amendments to the Company's Amended and Restated 2004 Stock Incentive Plan, including to increase the authorized common stock available for awards under that plan. 3. To ratify the appointment of Price Waterhouse Coopers LLP as Independent Registered Public Accounting Firm for the Company for 2009. 4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof. **PLEASE NOTE THAT THIS IS NOT A PROXY CARD. To vote the shares, you must follow the instructions contained in this notice.**

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