LEAR CORP Form SC 13D February 08, 2013

UNITED STATES SECURITIES EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Lear Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per Share

(Title of Class of Securities)

521865204

(CUSIP Number)

Richard T. McGuire III c/o Marcato Capital Management LLC One Montgomery Street, Suite 3250 San Francisco, CA 94104 Telephone Number 415-796-6350 David M. Markowitz c/o Oskie Capital Management LLC 10 East 53rd Street, 31st Floor New York, NY 10022

Telephone Number 646-450-0095

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

Copies To:

Jeffrey D. Marell

Raphael M. Russo

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1285 Avenue of the Americas

New York, New York 10010

Telephone: (212) 373-3000

February 6, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

| CUSIP No. | 521865204 | 13D | | |
|---|--|---|--|--|
| 1. | Name of Reporting Per Marcato Capital Manaş | | | |
| 2. | Check the Appropriate (a) (b) | Box if a Member of a Group (See Instructions) x o | | |
| 3. | SEC Use Only | | | |
| 4. | Source of Funds (See I AF | Source of Funds (See Instructions): AF | | |
| 5. | Check Box if Disclosur | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| 6. | Citizenship or Place of Delaware | Citizenship or Place of Organization: Delaware | | |
| | 7. | Sole Voting Power: | | |
| Number of Shares Beneficially Owned by Reporting Person With | 8. | Shared Voting Power: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| | 9. | Sole Dispositive Power: 0 | | |
| | 10. | Shared Dispositive Power: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| 11 | | Aggregate Amount Beneficially Owned by Each Reporting Person: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| 12 | Check Box if the Aggre | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | |
| 13 | Percent of Class Repres | Percent of Class Represented by Amount in Row (11): 5.2% | | |
| 14 | . Type of Reporting Pers | Type of Reporting Person (See Instructions): IA | | |
| | | 2 | | |

| CUSIP No. | 521865105 | 13D | | |
|---|--|---|--|--|
| 1. | Name of Reporting Person Richard T. McGuire III | on: | | |
| 2. | Check the Appropriate B (a) (b) | ox if a Member of a Group (See Instructions) x o | | |
| 3. | SEC Use Only | | | |
| 4. | tructions): | | | |
| 5. | Check Box if Disclosure | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| 6. | | Citizenship or Place of Organization: United States of America | | |
| | 7. | Sole Voting Power: | | |
| Number of Shares Beneficially Owned by Reporting Person With | 8. | Shared Voting Power: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| | 9. | Sole Dispositive Power: | | |
| | 10. | Shared Dispositive Power: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| 11 | | Aggregate Amount Beneficially Owned by Each Reporting Person: 5,034,986 (includes Shares underlying call options. See Item 5) | | |
| 12 | Check Box if the Aggreg | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | |
| 13 | Percent of Class Represes 5.2% | Percent of Class Represented by Amount in Row (11): 5.2% | | |
| 14 | Type of Reporting Person (See Instructions): IN | | | |
| | | 2 | | |

| CUSIP No. | 521865204 | | 13D | |
|---|-------------------------|---|---|--|
| 1. | | Name of Reporting Person: Marcato, L.P. | | |
| 2. | Check the A (a) (b) | ppropriate Bo | x if a Member of a Group (See Instructions) x o | |
| 3. | SEC Use Or | nly | | |
| 4. | Source of Fo | Source of Funds (See Instructions): WC | | |
| 5.6. | Check Box | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| | Citizenship Delaware | Citizenship or Place of Organization: Delaware | | |
| | , | 7. | Sole Voting Power: 0 | |
| Number of Shares Beneficially Owned by Reporting Person With | ; | 3. | Shared Voting Power: 1,171,723 (includes Shares underlying call options. See Item 5) | |
| | | 9. | Sole Dispositive Power: 0 | |
| | | 10. | Shared Dispositive Power: 1,171,723 (includes Shares underlying call options. See Item 5) | |
| 11 | | Aggregate Amount Beneficially Owned by Each Reporting Person: 1,171,723 (includes Shares underlying call options. See Item 5) | | |
| 12 | · Check Box | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | |
| 13 | Percent of C | Percent of Class Represented by Amount in Row (11): 1.2% | | |
| 14 | . Type of Rep PN | Type of Reporting Person (See Instructions): PN | | |
| | | | 4 | |

| CUSIP No. | 521865204 | 13D | | |
|--------------------------------------|--|---|--|--|
| 1. | Name of Reporting Personal Marcato II, L.P. | on: | | |
| 2. | Check the Appropriate E (a) (b) | Box if a Member of a Group (See Instructions) x o | | |
| 3. | SEC Use Only | | | |
| 4. | Source of Funds (See In: WC | Source of Funds (See Instructions): WC | | |
| 5.6. | Check Box if Disclosure | of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| | Citizenship or Place of C Delaware | Citizenship or Place of Organization: Delaware | | |
| | 7. | Sole Voting Power: | | |
| Number of Shares Beneficially | 8. | Shared Voting Power: 151,853 (includes Shares underlying call options. See Item 5) | | |
| Owned by Reporting Person With | 9. | Sole Dispositive Power: | | |
| | 10. | Shared Dispositive Power: 151,853 (includes Shares underlying call options. See Item 5) | | |
| 11 | | Aggregate Amount Beneficially Owned by Each Reporting Person: 151,853 (includes Shares underlying call options. See Item 5) | | |
| 12 13 | · Check Box if the Aggreg | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | |
| | Percent of Class Represented by Amount in Row (11): 0.2% | | | |
| 14 | Type of Reporting Person (See Instructions): PN | | | |
| | | 5 | | |

| CUSIP No. | 521865204 | 13D | | |
|---|--|--|--|--|
| 1. | | Name of Reporting Person: Marcato International Master Fund, Ltd. | | |
| 2. | Check the Appropriate E (a) (b) | Box if a Member of a Group (See Instructions) x o | | |
| 3. | SEC Use Only | | | |
| 4. | Source of Funds (See Ins | Source of Funds (See Instructions): WC | | |
| 5.6. | Check Box if Disclosure | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| | Citizenship or Place of C Cayman Islands | Citizenship or Place of Organization: Cayman Islands | | |
| | 7. | Sole Voting Power: | | |
| Number of Shares Beneficially | 8. | Shared Voting Power: 3,711,410 (includes Shares underlying call options. See Item 5) | | |
| Owned by Reporting Person With | 9. | Sole Dispositive Power: | | |
| | 10. | Shared Dispositive Power: 3,711,410 (includes Shares underlying call options. See Item 5) | | |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 3,711,410 (includes Shares underlying call options. See Item 5) | | | | |
| 12 | · Check Box if the Aggreg | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | |
| 13 | Percent of Class Represented by Amount in Row (11): 3.8% | | | |
| 14 | Type of Reporting Person (See Instructions): OO | | | |
| | | 6 | | |

| CUSIP No. | 521865204 | 13D | | |
|---|--|---|--|--|
| 1. | | Name of Reporting Person: Oskie Capital Management, LLC | | |
| 2. | Check the Appropriate Bo (a) (b) | ox if a Member of a Group (See Instructions) x o | | |
| 3. | SEC Use Only | | | |
| 4. | Source of Funds (See Inst WC | Source of Funds (See Instructions): WC | | |
| 5.6. | Check Box if Disclosure | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | | |
| | Citizenship or Place of O Delaware | Citizenship or Place of Organization: Delaware | | |
| | 7. | Sole Voting Power: | | |
| Number of Shares Beneficially Owned by Reporting Person With | 8. | Shared Voting Power: 368,683 (includes Shares underlying call options. See Item 5) | | |
| | 9. | Sole Dispositive Power: | | |
| | 10. | Shared Dispositive Power: 368,683 (includes Shares underlying call options. See Item 5) | | |
| 11 | 22 2 | Aggregate Amount Beneficially Owned by Each Reporting Person: 368,683 (includes Shares underlying call options. See Item 5) | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o | | | |
| 13 | Percent of Class Represer 0.4% | Percent of Class Represented by Amount in Row (11): 0.4% | | |
| 14 | Type of Reporting Person (See Instructions): IA | | | |
| | | _ | | |

| CUSIP No. | 521865204 | 13D | |
|---|---|---|---|
| 1. | Name of Reporting Pe David M. Markowitz | erson: | |
| 2. | Check the Appropriate (a) (b) | e Box if a Member of a Group (See Instructions) x o | |
| 3. | SEC Use Only | | |
| 4. | Source of Funds (See AF | Instructions): | |
| 5. | Check Box if Disclose | are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6. | Citizenship or Place o United States of Amer | = | |
| Number of Shares Beneficially Owned by Reporting Person With | 7. | Sole Voting Power: 0 | |