

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

Paul, Weiss, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas

New York, New York 10010

Edgar Filing: LEAR CORP - Form SC 13D

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.

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
Marcato Capital Management LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
AF
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
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 Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11):
5.2%
14. Type of Reporting Person (See Instructions):
IA

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865105

13D

1. Name of Reporting Person:
Richard T. McGuire III
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
AF
5. 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:
0
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 Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11):
5.2%
14. Type of Reporting Person (See Instructions):
IN

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
Marcato, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. 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 if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11):
1.2%
14. Type of Reporting Person (See Instructions):
PN

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
Marcato II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
151,853 (includes Shares underlying call options. See Item 5)
9. Sole Dispositive Power:
0
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. 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):
0.2%
14. Type of Reporting Person (See Instructions):
PN

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
Marcato International Master Fund, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization:
Cayman Islands
7. Sole Voting Power:
0
8. Shared Voting Power:
3,711,410 (includes Shares underlying call options. See Item 5)
9. Sole Dispositive Power:
0
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 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

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
Oskie Capital Management, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Source of Funds (See Instructions):
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
368,683 (includes Shares underlying call options. See Item 5)
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
368,683 (includes Shares underlying call options. See Item 5)
11. 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 Represented by Amount in Row (11):
0.4%
14. Type of Reporting Person (See Instructions):
IA

Number of
Shares
Beneficially
Owned by
Reporting
Person With

Edgar Filing: LEAR CORP - Form SC 13D

CUSIP No. 521865204

13D

1. Name of Reporting Person:
David M. Markowitz

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use Only

4. Source of Funds (See Instructions):
AF

5. 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

Number of Shares Beneficially Owned by Reporting Person With	7.	Sole Voting Power: 0
-----------------------------------------------------------------------------	----	-------------------------