

Aptiv PLC  
Form 8-K  
March 01, 2019

**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): February 28, 2019**

**Aptiv PLC**

**(Exact name of registrant as specified in its charter)**

**Jersey**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35346**  
**(Commission**  
  
**File Number)**  
**5 Hanover Quay**

**98-1029562**  
**(IRS Employer**  
  
**Identification No.)**

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**Grand Canal Dock**

**Dublin 2, Ireland**

**(Address of Principal Executive Offices)(Zip Code)**

**(Registrant's Telephone Number, Including Area Code) 351-1-259-7013**

**(Former Name or Former Address, if Changed Since Last Report) N/A**

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 (see General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company .

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. .

**Item 1.01. Entry into a Material Definitive Agreement**

On February 28, 2019, Aptiv PLC (the Issuer ) entered into an underwriting agreement (the Underwriting Agreement ), by and among the Issuer, certain subsidiaries of the Issuer as guarantors (collectively, the Guarantors ) and Barclays Capital Inc., Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC as representatives of the several underwriters listed on Schedule I thereto (the Underwriters ), pursuant to which the Issuer has agreed to issue and sell to the Underwriters \$300 million aggregate principal amount of its 4.350% Senior Notes due 2029 and \$350 million aggregate principal amount of its 5.400% Senior Notes due 2049 (the Notes ) in a registered public offering pursuant to an effective shelf registration statement on Form S-3 (Registration File No. 333-228021). The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Guarantors. The description of the Underwriting Agreement contained herein is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is included as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement, dated as of February 28, 2019 by and among Aptiv PLC, the guarantors named therein and the underwriters named therein.

**EXHIBIT INDEX**

Exhibit Number	Description
1.1	<u>Underwriting Agreement, dated as of February 28, 2019 by and among Aptiv PLC, the guarantors named therein and the underwriters named therein.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 1, 2019

**APTIV PLC**

By: /s/ David M. Sherbin  
**David M. Sherbin**

Senior Vice President, General Counsel,

Secretary and Chief Compliance Officer