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LEAR CORP /DE/
Form 8-K
August 09, 2002

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): AUGUST 8, 2002

LEAR CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|--|--------------------------|--|
| DELAWARE | 1-11311 | 13-3386776 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

| | |
|--|------------|
| 21557 TELEGRAPH ROAD, SOUTHFIELD, MICHIGAN | 48034 |
| (Address of principal executive offices) | (Zip Code) |

(248) 447-1500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

(a) Amendment to By-laws.

On August 8, 2002, the Board of Directors of Lear Corporation (the "Company") approved an amendment to Section 3.1 of the Company's by-laws to increase the maximum number of directors who can serve on the Board of Directors from eleven (11) to fourteen (14) directors. Section 3.1 was deleted in its entirety and replaced with the following section.

Section 3.1. Duties and Number of Directors. The business and affairs of the Corporation shall be managed by or under the direction of a

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Board of Directors consisting of not less than one (1) nor more than fourteen (14) directors. The exact number shall be determined from time to time by resolution adopted by the affirmative vote of a majority of the directors in office at the time of adoption of such resolution.

The complete set of the by-laws of the Company, as amended, is attached hereto as Exhibit 3.2.

(b) Appointments to the Board of Directors.

On August 8, 2002, the Board of Directors of the Company appointed David E. Fry and Conrad L. Mallett, Jr. to fill vacancies on the Board of Directors. A copy of the press release announcing the appointment of Messrs. Fry and Mallett is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

3.2 The By-laws of the Company, as amended on August 8, 2002, filed herewith.

99.1 Press release issued by the Company regarding the appointment of David E. Fry and Conrad L. Mallett, Jr. to the Board of Directors of the Company, filed herewith.

SIGNATURE

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 thereunto duly authorized.

LEAR CORPORATION,
a Delaware corporation

Date: August 9, 2002

By: /s/ Joseph F. McCarthy

Name: Joseph F. McCarthy
Title: Vice President, Secretary and
General Counsel

EXHIBIT INDEX

Number Description

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