

Delphi Automotive PLC  
Form 8-K  
September 08, 2017

**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):**

**September 7, 2017**

**Delphi Automotive PLC**

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

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

**001-35346**  
**(Commission**  
  
**File Number)**

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

Edgar Filing: Delphi Automotive PLC - Form 8-K

**Courteney Road**

**Hoath Way**

**Gillingham, Kent ME8 0RU**

**United Kingdom**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**011-44-163-423-4422**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

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

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 7.01. Regulation FD Disclosure.**

On September 7, 2017, Delphi Jersey Holdings plc ( *DPS* ), a subsidiary of Delphi Automotive PLC ( *Delphi* ), and Delphi Powertrain Corporation ( *Delphi Powertrain* ), a wholly-owned U.S. subsidiary of *DPS*, entered into a credit agreement by and among *DPS*, *Delphi Powertrain* and JPMorgan Chase Bank, N.A., as Administrative Agent (the *Credit Agreement* ). *DPS* is the recently formed holding company for *Delphi* 's Powertrain Systems segment which *Delphi* intends to separate by means of a spin-off to its shareholders.

The *Credit Agreement* consists of a senior secured five-year \$750 million term loan facility (the *Term Loan A Facility* ) and a senior secured five-year \$500 million revolving credit facility (the *Revolving Credit Facility* ) (collectively, the *Credit Facilities* ). The *Credit Facilities* are expected to become available to *DPS* after the satisfaction of certain conditions customary for financings of this type, including the completion of the separation of *DPS* from *Delphi* by means of a spin-off and the establishment of *DPS* as a separate publicly traded company.

Further detail regarding the terms of the *Credit Agreement* are included within the information statement filed as part of *DPS* 's amended Registration Statement on Form 10 filed with the Securities and Exchange Commission on September 7, 2017.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Securities Act of 1933 and of the Securities Exchange Act of 1934. Such forward-looking statements represent *Delphi* 's (the *Company* 's ) current judgment about possible future events and include, but are not limited to, those related to the *Company* 's current beliefs as to the outcome of the matter described herein. Such forward-looking statements are subject to many risks, uncertainties and factors relating to the *Company* 's operations and business environment as well as market conditions, which may cause the actual results of the *Company* to be materially different from any future results, express or implied, by such forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements are discussed under the captions *Risk Factors* and *Management's Discussion and Analysis of Financial Condition and Results of Operations* in the *Company* 's and *DPS* 's filings with the Securities and Exchange Commission. New risks and uncertainties arise from time to time, and it is impossible for the *Company* to predict these events or how they may affect the *Company*. The *Company* disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except as may be required by law.

**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: September 8, 2017

**DELPHI AUTOMOTIVE PLC**

By: /s/ David M. Sherbin

**David M. Sherbin**

Senior Vice President, General Counsel, Secretary  
and Chief Compliance Officer