

LEAR CORP  
Form DFAN14A  
April 01, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A  
(Rule 14a-101)

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. [\_\_])

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting material Pursuant to §240.14a-12.

Lear Corporation

(Name of Registrant as Specified In Its Charter)

MARCATO, L.P.

MARCATO II, L.P.  
MARCATO INTERNATIONAL MASTER FUND, LTD.  
MARCATO CAPITAL MANAGEMENT LLC  
RICHARD T. MCGUIRE III  
OSKIE MASTER FUND, LP  
OSKIE CAPITAL MANAGEMENT, LLC  
CLIVE ROWE  
DAVID M. MARKOWITZ  
ENRICO DIGIROLAMO

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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On April 1, 2013, Marcato, L.P., Marcato II, L.P., Marcato International Master Fund, Ltd., Marcato Capital Management LLC, Oskie Master Fund, LP and Oskie Capital Management, LLC (collectively, the “Marcato-Oskie Group”) entered into an agreement (the “Settlement Agreement”) with Lear Corporation (the “Company”), pursuant to which (i) the Company issued a press release on April 1, 2013 with respect to the Company’s existing share repurchase program and a new share repurchase authorization, (ii) the Company will appoint an additional director mutually acceptable to both the Company and the Marcato-Oskie Group to the Company’s Board of Directors as promptly as practicable following the 2013 Annual Meeting of Stockholders of the Company (the “2013 Annual Meeting”) and (iii) the Marcato-Oskie Group agreed to irrevocably withdraw its nominees and proposal submitted to the Company in February 2013 and agreed not to take any further action with respect to any solicitation materials filed with the Securities and Exchange Commission. The full Settlement Agreement is attached to the Schedule 13D/A filed by the Marcato-Oskie Group on April 1, 2013. In accordance with the Settlement Agreement, the Marcato-Oskie Group is withdrawing its preliminary proxy statement filed with the Securities and Exchange Commission and does not intend to solicit proxies at the 2013 Annual Meeting.

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