

LEAR CORP
Form SC 13G
February 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

LEAR CORPORATION
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

521865204
(CUSIP Number)

December 31, 2009
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
Page 1 of 13 Pages
Exhibit Index: Page 12

SCHEDULE 13G

CUSIP No.: 521865204

Page 2 of 13 Pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

ANCHORAGE CAPITAL MASTER OFFSHORE, LTD.
98-0418059

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power	3,773,916 (1)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	3,773,916 (1)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,773,916 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.2% based on 45,776,822 shares outstanding as of November 12, 2009. (1)

12. Type of Reporting Person:

OO

(1) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 776,822 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

SCHEDULE 13G

CUSIP No.: 521865204

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

GRF MASTER FUND, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power	28,873 (2)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	28,873 (2)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

28,873 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1% based on 45,003,920 shares outstanding as of November 12, 2009. (2)

12. Type of Reporting Person:

OO

(2) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 3,920 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

ANCHORAGE ADVISORS, L.L.C.
20-0042271

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	3,802,789 (3)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	3,802,789 (3)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,802,789 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.3% based on 45,780,742 shares outstanding as of November 12, 2009. (3)

12. Type of Reporting Person:

OO, IA

(3) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 780,742 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

SCHEDULE 13G

CUSIP No.: 521865204

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

ANCHORAGE ADVISORS MANAGEMENT, L.L.C.
20-0042478

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	3,802,789 (3)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	3,802,789 (3)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,802,789 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.3% based on 45,780,742 shares outstanding as of November 12, 2009. (3)

12. Type of Reporting Person:

OO, HC

(3) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 780,742 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

ANTHONY L. DAVIS

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

	5.	Sole Voting Power	3,802,789 (3)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	3,802,789 (3)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,802,789 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.3% based on 45,780,742 shares outstanding as of November 12, 2009. (3)

12. Type of Reporting Person:

IN, HC

(3) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 780,742 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

KEVIN M. ULRICH

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

	5.	Sole Voting Power	3,802,789 (3)
Number of	6.	Shared Voting Power	0
Shares	7.	Sole Dispositive Power	3,802,789 (3)
Beneficially	8.	Shared Dispositive Power	0
Owned by Each			
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,802,789 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.3% based on 45,780,742 shares outstanding as of November 12, 2009. (3)

12. Type of Reporting Person:

IN, HC

(3) This amount consists of common stock and certain securities exercisable into the issuer's common stock. Reporting Persons have added 780,742 Shares (as defined herein) to the number of Shares outstanding based upon an amount of Shares that the Reporting Persons are entitled to obtain upon the exercise of warrants as per Rule 13d-3(d)(1)(i).

