

MAGNA INTERNATIONAL INC
Form SUPPL
November 18, 2015

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File No. 333-194892

PROSPECTUS SUPPLEMENT
(To Prospectus Dated April 9, 2014)
New Issue

€550,000,000

Magna International Inc.

1.900% Senior Notes due 2023

We are offering €550,000,000 aggregate principal amount of 1.900% Senior Notes due 2023 (the "notes"). The notes will be issued in book-entry form only, in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof, except under limited circumstances. We will pay interest on the notes annually on November 24 of each year, beginning on November 24, 2016. We may redeem the notes in whole or in part at any time and from time to time at the redemption prices described in this prospectus supplement under the caption "Description of the Notes Optional Redemption." We also have the right to redeem the notes, in whole but not in part, at 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption, in certain circumstances in which we would become obligated to pay additional amounts under the notes as described under "Description of the Notes Optional Tax Redemption." If we experience a change of control triggering event, we will be required to offer to repurchase the notes from holders at 101% of the principal amount thereof plus accrued and unpaid interest to, but excluding, the repurchase date except as described under "Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event."

The notes will be our senior unsecured obligations and will rank equally with all our other existing and future senior unsecured obligations.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-19.

We are permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus supplement and the accompanying prospectus in accordance with the disclosure requirements of Canada. Prospective investors should be aware that such requirements are different from those of the United States.

Prospective investors should be aware that the acquisition of the notes described herein may have tax consequences both in the United States and in Canada. Such consequences for investors who are resident in, or citizens of, the United States may not be fully described herein.

The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that we are an Ontario corporation, that some of our officers and directors are residents of foreign countries, that some of the underwriters or experts named in the registration statement are residents of Canada and that a substantial portion of our assets and

those of such persons may be located outside the United States.

These securities have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC") or any U.S. state securities regulator nor has the SEC or any U.S. state securities regulator passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price(1)	99.794%	€ 548,867,000
Underwriting commission	0.450%	€ 2,475,000
Proceeds to the Company (before expenses)(1)	99.344%	€ 546,392,000

(1)

Plus accrued interest, if any, from November 24, 2015, if settlement occurs after that date.

The underwriters, as principals, conditionally offer the notes, subject to prior sale, if as and when issued by us, and accepted by the underwriters in accordance with the conditions contained in the underwriting agreement referred to under "Underwriting" in this prospectus supplement. The underwriters expect to deliver the notes to purchasers in book-entry only form through the facilities of Euroclear S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about November 24, 2015.

The notes are a new issue of securities with no established trading market. We intend to apply for listing of the notes on the New York Stock Exchange. Listing will be subject to us fulfilling all the listing requirements of the New York Stock Exchange.

In connection with the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Such transactions, if commenced, may be discontinued at any time. See "Underwriting."

BNP Paribas, Citigroup Global Markets Limited, Merrill Lynch International, Banco Santander, S.A., HSBC Bank plc, ING Bank N.V. Belgian Branch, Commerzbank Aktiengesellschaft, Mitsubishi UFJ Securities International plc and Raiffeisen Bank International AG are affiliates of banks that are currently lenders under our unsecured revolving credit facility. Consequently, we may be considered to be a "connected issuer" of each of these underwriters under Canadian securities laws. See "Underwriting."

Joint Book-Running Managers

BNP PARIBAS

BofA Merrill Lynch

Citigroup

Santander

Co-Managers

HSBC

Commerzbank

MUFG

**ING
Raiffeisen Bank International AG**

The date of this prospectus supplement is November 17, 2015.

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We have not, and the underwriters have not, authorized anyone to provide you with information other than the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus we have authorized. We take no responsibility for and can make no assurance as to the reliability of any other information that others may give you. We are not, and the underwriters are not, making an offer of these notes in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus we have authorized is accurate as of any date other than the date on the front of that document. Our business, financial condition, results of operations and prospectus may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes that we are offering and other matters relating to us and our financial condition. The second part is the accompanying short form base shelf prospectus dated April 9, 2014 (the "accompanying prospectus"), which gives more general information about securities we may offer from time to time, some of which does not apply to the notes we are offering. The description of the terms of the notes in this prospectus supplement supplements the description in the accompanying prospectus under "Description of the Debt Securities," and to the extent it is inconsistent with that description, the information in this prospectus supplement replaces the information in the accompanying prospectus. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If information in this prospectus supplement differs from information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

Except as used in "Description of the Notes," as the context otherwise requires, or as otherwise specified or used in this prospectus supplement or the accompanying prospectus, the terms "we," "our," "us," "the Company" and "Magna International" refer to Magna International Inc. and its subsidiaries.

References in this prospectus supplement to "\$," "dollars" and "U.S. dollars" are to the currency of the United States of America; and references to "€" and "euro" are to the single currency introduced at the third stage of the European Monetary Union pursuant to the treaty establishing the European Community, as amended.

All amounts referred to in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference are presented in U.S. dollars, in each case, unless otherwise stated.

The distribution of this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized and the offering of the notes in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized should inform themselves about and observe any such restrictions. This prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement, the accompanying prospectus or any free writing prospectus we have authorized to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the notes. We are not making any representation to you regarding the legality of an investment in the notes by you under applicable investment or similar laws.

You should read and consider all information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized before making your investment decision.

IN CONNECTION WITH THE ISSUANCE OF THE NOTES, MERRILL LYNCH INTERNATIONAL (IN THIS CAPACITY, THE "STABILIZING MANAGER") (OR ANY PERSON ACTING ON ITS BEHALF) MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILIZING MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILIZING MANAGER) WILL UNDERTAKE ANY STABILIZATION ACTION. ANY

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STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE FINAL TERMS OF THE OFFER OF THE NOTES IS MADE, AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES.

ANY STABILIZATION ACTION COMMENCED WILL BE CARRIED OUT IN ACCORDANCE WITH APPLICABLE LAWS AND REGULATIONS.

Notice to Prospective Investors in the European Economic Area

This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of the notes in any member state of the European Economic Area (the "EEA") that has implemented the Prospectus Directive (2003/71/EC, as amended, including by Directive 2010/73/EU) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to produce a prospectus for offers of the notes. Accordingly, any person making or intending to make any offer in that Relevant Member State of the notes that are the subject of the offering contemplated by this prospectus supplement and the accompanying prospectus may only do so in circumstances in which no obligation arises for us or any of the underwriters to produce a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we nor the underwriters have authorized, nor do we or they authorize, the making of any offer of the notes in circumstances in which an obligation arises for us or the underwriters to publish a prospectus for such offer.

Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at, and any offer subsequently made may only be directed at persons who are "qualified investors" (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). This prospectus supplement and the accompanying prospectus must not be acted on or relied on in the United Kingdom by persons who are not Relevant Persons. In the United Kingdom, any investment or investment activity to which this prospectus supplement and the accompanying prospectus relate is only available to, and will be engaged in with, Relevant Persons.

This prospectus supplement and the accompanying prospectus have not been approved for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA") by a person authorized under the FSMA. This prospectus supplement and the accompanying prospectus are being distributed and communicated to persons in the United Kingdom only in circumstances in which section 21(1) of the FSMA does not apply. The notes are not being offered or sold to any person in the United Kingdom except in circumstances which will not result in an offer of the notes to the public in the United Kingdom within the meaning of Part VI of the FSMA.

BASIS OF PRESENTATION

The consolidated financial statements of Magna International Inc. and its subsidiaries have been prepared in U.S. dollars in accordance with U.S. generally accepted accounting principles ("GAAP") and the accounting policies as set out in note 1 to the Audited Consolidated Financial Statements as at December 31, 2014 and 2013 and for each of the years in the three year period ended December 31, 2014.

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Stock Split

On March 25, 2015, the Company completed a two-for-one stock split, which was implemented by way of a stock dividend, whereby shareholders received an additional Common Share for each Common Share held. All equity-based compensation plans or arrangements were adjusted to reflect the issuance of additional Common Shares. Accordingly, the Company's issued and outstanding Common Shares, incentive stock options, and restricted and deferred stock units have been restated for all periods presented to reflect the stock split. In addition, earnings per Common Share, cash dividends paid per Common Share, weighted average exercise price for stock options and the weighted average fair value of options granted have been restated for all periods presented in the Company's Unaudited Interim Consolidated Financial Statements to reflect the stock split, and consistently adjusted for all other periods presented herein.

Discontinued Operations

On August 31, 2015, the Company sold substantially all of its interiors operations (excluding its seating operations) to Grupo Antolin, with the exception of two joint ventures in China, the sale of which was completed in October 2015. Accordingly, the assets and liabilities, operating results and operating cash flows for the previously reported interiors operations are presented as discontinued operations separate from the Company's continuing operations.

In accordance with GAAP, comparative periods in the Company's Unaudited Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2015 and the financial information for all periods presented herein have been reclassified to present the interiors operations as a discontinued operation, and has therefore been excluded from both continuing operations and segment results for all periods presented herein and in the Company's Unaudited Interim Consolidated Financial Statements and the notes thereto, unless otherwise noted. This has been more fully described in notes 1 and 2 to the Company's Unaudited Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2015. However, the Audited Consolidated Financial Statements as at December 31, 2014 and 2013 and for each of the years in the three year period ended December 31, 2014 incorporated by reference in this prospectus supplement have not been restated for the changes noted above.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents with respect to Magna International filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this prospectus supplement and the accompanying prospectus:

- (a) our Annual Information Form for the year ended December 31, 2014, dated March 25, 2015;
- (b) our Audited Consolidated Financial Statements as at December 31, 2014 and 2013 and for each of the years in the three year period ended December 31, 2014, together with the notes thereto and the reports of the independent registered public accounting firms thereon;
- (c) Management's Discussion and Analysis of our results of operations and financial position for the year ended December 31, 2014;
- (d) our Unaudited Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2015, together with the notes thereto;
- (e) Management's Discussion and Analysis of our results of operations and financial position for the three-month and nine-month periods ended September 30, 2015; and

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(f)

our Management Proxy Circular in connection with the annual meeting of our shareholders held on May 7, 2015.

Any documents of the type referred to above, any unaudited interim financial statements and management's discussion and analysis relating thereto and any material change reports (excluding confidential material change reports) or business acquisition reports, all as filed by the Company with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this prospectus supplement and prior to the termination of the offering of the notes pursuant to this prospectus supplement and the accompanying prospectus, shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus. Any such documents of the type referred to in the preceding sentence incorporated by reference in this prospectus supplement contained in reports on Form 40-F or Form 6-K which we file with or furnish to the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes to which this prospectus supplement and the accompanying prospectus relate shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus and as an exhibit to the Registration Statement on Form F-10 of which this prospectus supplement and the accompanying prospectus form a part. In addition, any other documents contained in reports on Form 6-K, if and to the extent expressly provided in such reports on Form 6-K, which we furnish to the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes to which this prospectus supplement and the accompanying prospectus relate shall be deemed to be incorporated as an exhibit to the Registration Statement on Form F-10 of which this prospectus supplement and the accompanying prospectus form a part.

Any statement contained in this prospectus supplement and the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference herein and therein shall be deemed to be modified or superseded for the purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein and therein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of Magna International Inc. at 337 Magna Drive, Aurora, Ontario, Canada L4G 7K1, telephone: (905) 726-2462, and are also available electronically at www.sedar.com.

Upon a new Management Proxy Circular, Annual Information Form or new interim or annual financial statements, together with the auditors' report thereon and management's discussion and analysis contained therein, being filed by us with the applicable securities regulatory authorities during the currency of this prospectus supplement and the accompanying prospectus, the previous Annual Information Form, Management Proxy Circular, interim or annual financial statements and all material change reports, and information circulars filed prior to the commencement of our financial year in which the new Management Proxy Circular, Annual Information Form or interim or annual financial statements are filed shall be deemed no longer to be incorporated into this prospectus supplement and the accompanying prospectus for purposes of future offers and sales of notes hereunder.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including those documents incorporated by reference, may contain forward-looking information or forward-looking statements (collectively, "forward-looking statements") within the meaning of applicable securities legislation (including within the meaning of the Securities Act (Ontario) and within the meaning Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). These forward-looking statements include, but are not limited to, statements relating to: our use of proceeds of the offering of the notes under this prospectus supplement and the accompanying prospectus; implementation of our business strategy, including our targeted capital structure; future returns of capital to our shareholders, including through dividends and share repurchases; future growth prospects of our business, including through organic growth, acquisitions, joint ventures or as a result of supplier consolidation, including the pending acquisition of the Getrag group of companies (the "Getrag Transaction"); operational improvement in our underperforming operations; and estimates of future environmental clean-up and remediation costs. The forward-looking statements in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein are presented for the purpose of providing information about management's current expectations and plans and such information may not be appropriate for other purposes. Forward-looking statements may include financial and other projections, as well as statements regarding our future plans, objectives or economic performance, or the assumptions underlying any of the foregoing, and other statements that are not recitations of historical fact. We use words such as "may", "would", "could", "should", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "outlook", "project", "estimate" and similar expressions suggesting future outcomes or events to identify forward-looking statements.

Any such forward-looking statements are based on information currently available to us, and are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. However, whether actual results and developments will conform with our expectations and predictions is subject to a number of risks, assumptions and uncertainties, many of which are beyond our control, and the effects of which can be difficult to predict, including, without limitation:

the impact of economic or political conditions on consumer confidence and consumer demand for vehicles and vehicle production;

fluctuations in relative currency values;

restructuring, downsizing or other significant non-recurring costs;

continued underperformance of one or more of our operating divisions;

our ability to successfully launch material new or takeover business;

shifts in market share away from our top customers;

our inability to grow our business with automobile manufacturers;

shifts in market shares among vehicles or vehicle segments, or shifts away from vehicles on which we have significant content;

shutdown of our or our customers' or sub-suppliers' production facilities due to a labour disruption;

scheduled shutdowns of our customers' production facilities (typically in the third and fourth quarters of each calendar year);

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the termination or non-renewal by our customers of any material production purchase order;

our ability to successfully compete with other automotive suppliers;

a reduction in outsourcing by our customers or the loss of a material production or assembly program;

impairment charges related to goodwill and long-lived assets;

exposure to, and ability to offset, volatile commodities prices;

risk of production disruptions due to natural disasters or other catastrophic events;

a prolonged disruption in the supply of components to us from our suppliers;

the security and reliability of our information technology systems;

legal claims and/or regulatory actions against us including the ongoing antitrust investigations being conducted by German and Brazilian authorities and any proceedings that may arise out of the internal global review initiated by us focused on anti-trust risk;

changes in our mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as our ability to fully benefit tax losses;

other potential tax exposures;

changes in credit ratings assigned to us;

our ability to successfully identify, complete and integrate acquisitions or achieve anticipated synergies;

our ability to conduct appropriate due diligence on acquisition targets;

the satisfaction or waiver of conditions to complete the Getrag Transaction, including obtaining required regulatory approvals;

warranty or indemnity obligations in relation to pre-closing liabilities in connection with the sale of substantially all of our interiors operations to Grupo Antolin;

an increase in our risk profile as a result of completed acquisitions;

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risks of conducting business in foreign markets, including China, India, Russia, Eastern Europe, Thailand, Brazil, Argentina and other non-traditional markets for us;

ongoing pricing pressures, including our ability to offset price concessions demanded by our customers;

our ability to consistently develop innovative products or processes;

warranty and recall costs;

pension liabilities;

changes in laws and governmental regulations;

costs associated with compliance with environmental laws and regulations;

liquidity risks as a result of unanticipated deterioration of economic conditions;

our ability to achieve future investment returns that equal or exceed past returns;

the unpredictability of, and fluctuation in, the trading price of our Common Shares; and

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other factors set out in our most recent Annual Information Form filed with securities commissions in Canada and our most recent Annual Report on Form 40-F filed with the SEC, and subsequent filings.

In evaluating forward-looking statements, we caution readers not to place undue reliance on any forward-looking statements and readers should specifically consider the various factors which could cause actual events or results to differ materially from those indicated by such forward-looking statements. Unless otherwise required by applicable securities laws, we do not intend, nor do we undertake any obligation, to update or revise any forward-looking statements to reflect subsequent information, events, results or circumstances or otherwise.

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SUMMARY

The following summary highlights information from this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. It is not complete and may not contain all of the information that you should consider before investing in our notes. We encourage you to read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in their entirety before making an investment decision, including the information set forth under the heading "Risk Factors."

Magna International Inc.

Overview

We are a leading global automotive supplier with 285 manufacturing operations and 83 product development, engineering and sales centres in 29 countries. Our approximately 125,000 employees are focused on delivering superior value to our customers through innovative products, processes and World Class Manufacturing. Our product capabilities include producing body, chassis, exterior, seating, powertrain, electronic, vision, closure and roof systems and modules, as well as complete vehicle engineering and contract manufacturing.

Our success is directly dependent upon the levels of North American and European (and currently, to a lesser extent, Asian and Rest of World) car and light truck production by our customers. Given the differences between the regions in which we operate, our operations are segmented on a geographic basis. Our segments consist of North America, Europe, Asia and Rest of World. We maintain management teams in each of our two primary markets, North America and Europe. The role of the North American and European management teams is to manage our interests to ensure a coordinated effort across our different product capabilities. In addition to maintaining key customer, supplier and government contacts in their respective markets, the regional management teams centrally manage key aspects of our operations while permitting the divisions enough flexibility through our decentralized structure to foster an entrepreneurial environment. Consistent with the above, our internal financial reporting segments key operating performance measures between North America, Europe, Asia and Rest of World to assist our Chief Executive Officer in the assessment of operating performance, the allocation of resources and our long-term strategic direction and future global growth.

Our primary customers in North America in 2014 included BMW, Daimler, Fiat/Chrysler, Ford, General Motors, Honda, Hyundai-Kia, Mazda, Renault-Nissan, Tata Motors, Tesla, Toyota and Volkswagen. Our primary customers in Europe in 2014 included BMW, Daimler, Fiat/Chrysler, Ford, Geely, General Motors, Hyundai-Kia, PSA Peugeot Citroën, Renault-Nissan, Tata Motors, Toyota and Volkswagen. Our primary customers in Asia in 2014 included BMW, Chery Automobile, Daimler, Fiat/Chrysler, First Automobile Works, Ford, Geely, General Motors, Honda, Hyundai-Kia, PSA Peugeot Citroën, Qoros Auto, Renault-Nissan, Toyota and Volkswagen. Our primary customers in Rest of World in 2014 included Daimler, Fiat/Chrysler, Ford, General Motors, Renault-Nissan and Volkswagen.

Strategy

Our board of directors is responsible for overseeing our long-term strategy and allocating capital through a capital expenditures budget which supports the strategic priorities approved by the board, as well as our product and program commitments to our customers. Through our strategy, we seek to strengthen our position as a leading global automotive supplier and generate sustainable growth in order to create long-term shareholder value. The elements of our strategy include the operational and growth priorities discussed below.

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Operational Priorities

Accelerated Focus on Innovation and Technology. We seek to be recognized by our customers as an industry leader in product, process and materials innovation. In order to help achieve this strategic goal, we intend to continue to direct significant resources to commercialize new products and processes which will provide additional value to our customers in such areas as:

weight reduction or "light-weighting";

fuel efficiency and reduced emissions;

active and passive safety; and

comfort, convenience and vehicle connectivity.

World Class Manufacturing. Our goal is to be recognized as a leader in "World Class Manufacturing". Our global operating units have embraced this goal and we are committed to achieving "best in class" performance in all areas of manufacturing at each of our operating Divisions globally. In order to drive continuous improvement, we monitor our progress in achieving our goal of World Class Manufacturing using an assessment process similar to that used by our customers in evaluating their suppliers, supplemented with elements we view as critical to achieving world class manufacturing in accordance with our Operational Principles. Best practices, "lessons learned" and key initiatives are shared among our global operating units, including through a regular internal World Class Manufacturing conference that brings together our senior corporate and operating group leadership.

Leadership Development. A key element of the success of our business remains our ability to attract, retain and develop skilled personnel to match the pace of our global growth. We have implemented and continue to enhance our Leadership Development System and Succession program to help identify, train and develop future leaders with the skills and expertise needed to manage a complex, global business.

Focus on Operational Improvement. We continue to place strong emphasis on making adjustments to our existing manufacturing footprint to strengthen our competitive position and turning-around underperforming divisions.

Growth Priorities

Enhancing our Capital Structure. We have returned significant amounts of capital to our shareholders in recent years in the form of dividends and share repurchases, including \$2.1 billion in 2014 alone. In order to enhance the efficiency of our capital structure and continue to create shareholder value, we continue to reduce the amount of cash on our balance sheet to a level reasonably required to run our business, including through an industry downturn, while maintaining an investment grade credit rating. We previously disclosed our intention to achieve an Adjusted Debt ratio of 1.0 - 1.5 times EBITDAR (Earnings before Interest, Taxes, Depreciation, Amortization, and Rent Costs) by the end of 2015 by continuing to invest in our business through capital spending and acquisitions and return appropriate amounts of capital to shareholders, while modestly increasing our debt.

Organic Growth and M&A. We expect to grow organically and through acquisitions. We continue to consider acquisition opportunities that allow us to: expand our customer base; strengthen our position in priority product areas or facilitate entry into new product areas; expand in growing geographic markets; or acquire innovative technologies. Additionally, we regularly evaluate our existing product capabilities and, in some cases, we may exit product areas where our competitive position is not sufficiently strong or our level of investment return does not justify continued investment. We may

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also exit product areas where we believe that our capital resources could be better utilized elsewhere, including through the pursuit of acquisition opportunities.

Pursuing Business on Global Vehicle Platforms. The proliferation of global vehicle platforms and increased platform and component sharing among automobile manufacturers requires global suppliers with financial strength and capability to support automobile manufacturers' regional product development activities and produce common products simultaneously in multiple regions around the world. We believe that our strong financial position, operational scale, technological know-how, focus on innovation, continuing world class manufacturing efforts, and global customer relationships support us in realizing the opportunities presented by the growth in global platforms and component sharing.

Focus on Growing Markets. In recognition of the fact that much of the future growth potential in the automotive industry lies in growing markets outside of North America and Western Europe, we will continue to focus on markets that have or are expected to become key regions for vehicle production, including China, Brazil, India, Thailand, Eastern Europe and other non-traditional markets for us. This strategy allows us to support the global needs of our traditional North American and European customers and to make inroads with other customers. In emphasizing growing markets, we seek to win business supplying products that can be manufactured in multiple locations globally, to take advantage of our customers' continuing trend towards assembling higher volumes of vehicles built on global platforms in multiple locations around the world.

Diversifying our Automotive Sales Base

Although we sell to all of the world's largest automobile manufacturers and are present in all significant automobile producing regions in the world, a substantial proportion of our business has traditionally been with the Detroit 3 automobile manufacturers in North America (General Motors, Fiat/Chrysler and Ford) and the German-based automobile manufacturers in Western Europe (BMW, Daimler and Volkswagen). Although we aim to maintain and grow our business with our traditional customers, we seek to further diversify our sales, as profitable opportunities arise, as follows:

Region: by increasing the proportion of our business in non-traditional markets for us,

Customer: by increasing the proportion of our business with customers outside of our top six, including with Asian-based automobile manufacturers, and

Vehicle Segment: by increasing the proportion of our business in the B to D (sub-compact to mid-size car) segments.

We aim to further diversify our sales base in coming years by: continuing to demonstrate our technical capabilities; pursuing new programs from our customers, with particular emphasis on global platforms; and pursuing takeover business. At the same time, we seek to protect our position in our traditional markets through innovation in technology, processes and products.

Creating Long-Term Shareholder Value

We believe that success in executing the elements of our strategy discussed above, together with the following actions will help us continue to create long-term shareholder value:

strengthening our commitment to conducting business in a legal and ethical manner, including through our comprehensive global employee training and education initiatives designed to reinforce the principles embodied in our Employee's Charter, our Operational Principles and our Code of Conduct and Ethics;

reinforcing our unique, decentralized, entrepreneurial corporate culture;

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maintaining our executive compensation system which directly links executive compensation and corporate performance, as measured by profitability;

maintaining our employee equity participation and profit sharing plans;

allocating capital resources strategically; and

continuing to focus on growing our earnings.

Recent Developments

On July 16, 2015, we signed an agreement to acquire the Getrag Group of Companies ("Getrag"), one of the world's largest suppliers of transmissions. Getrag has an 80-year history in transmissions and is a technology leader, offering a range of transmission systems. The purchase price for 100% of the equity of Getrag is approximately €1.75 billion. This represents an enterprise value of approximately €2.45 billion less proportionate net debt and proportionate pension liabilities, which together are estimated to be approximately €700 million at closing. The purchase price is subject to working capital and other customary purchase price adjustments. The transaction is subject to customary closing conditions including regulatory approval, and is expected to close in early 2016.

On August 31, 2015, we sold substantially all of our interiors operations (excluding our seating operations) to Grupo Antolin, a leading global supplier of automotive interior systems, with the exception of two joint ventures in China, the sale of which was completed in October 2015.

On October 2, 2015, we signed an agreement to acquire Stadco Automotive Ltd. ("Stadco"), an independent Tier 1 Body-In-White supplier based in the United Kingdom. Stadco possesses automotive industry leading expertise in the supply of steel and aluminum stampings, as well as complex vehicle assemblies. The transaction is expected to close before the end of the year and is subject to a number of customary conditions, including regulatory approvals.

Corporate Information

We were originally incorporated under the laws of the Province of Ontario, Canada on November 16, 1961. Our charter documents currently consist of restated articles of incorporation dated December 31, 2010, which were issued pursuant to the *Business Corporations Act* (Ontario).

Our registered and head office is located at 337 Magna Drive, Aurora, Ontario, Canada L4G 7K1. Our Common Shares are listed and posted for trading on the Toronto Stock Exchange under the trading symbol "MG", and on the New York Stock Exchange under the trading symbol "MGA".

Table of Contents**The Offering**

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of the Notes" section of this prospectus supplement and the "Description of the Debt Securities" section of the accompanying prospectus contain a more detailed description of the terms and conditions of the notes. As used in this section, "we," "our" and "us" refer to Magna International Inc. and not to its subsidiaries.

Issuer	Magna International Inc.
Securities Offered	€550,000,000 aggregate principal amount of 1.900% Senior Notes due 2023.
Maturity Date	The notes will mature on November 24, 2023.
Interest Rate	The notes will bear interest at a rate of 1.900% per year.
Interest Payment Dates	Interest on the notes will be payable annually in arrears on November 24 of each year, beginning on November 24, 2016.
Currency of Payment	All payments of principal of, and premium, if any, and interest on, the notes, including any payments made upon any redemption of the notes, will be made in euros. If the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or the euro is no longer used by the member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used. See "Description of the Notes Issuance in Euros."
Denominations	We will issue the notes in minimum denominations of €100,000, and integral multiples of €1,000 in excess thereof.
Optional Redemption	We may redeem the notes in whole or in part at any time and from time to time at the redemption prices described in this prospectus supplement under the caption "Description of the Notes Optional Redemption."
Additional Amounts	In the event that certain taxes are payable in respect of payments on the notes, we will, subject to certain exceptions, pay such additional amounts as will result, after deduction or withholding of such taxes, in the payment of the amounts which would have been payable in respect of the notes had no such withholding or deduction been required. See "Description of the Notes Payment of Additional Amounts" in this prospectus supplement.
Optional Tax Redemption	The notes may be redeemed at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption, in certain circumstances in which we would become obligated to pay additional amounts under the notes as described under "Description of the Notes Optional Tax Redemption" in this prospectus supplement.

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Offer to Repurchase Upon Change of Control Triggering Event

If we experience a "Change of Control Triggering Event" (as defined in this prospectus supplement) with respect to the notes, unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or a portion of such holder's notes at a price equal to 101% of the principal amount of the notes repurchased plus accrued and unpaid interest to, but excluding, the date of repurchase as described more fully under "Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event."

Ranking

The notes will be our senior unsecured obligations and will rank equally with all our existing and future senior unsecured obligations.

The notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries and will be effectively subordinated to any secured indebtedness and other liabilities of ours to the extent of the assets securing the same. At September 30, 2015, on a consolidated basis, we had outstanding approximately \$9.730 billion of indebtedness and other liabilities, substantially all of which were indebtedness and other liabilities of our subsidiaries to which the notes would have been structurally subordinated. As of the date of this prospectus supplement we had no secured debt outstanding.

Certain Covenants

The indenture governing the notes will, among other things, limit our and our restricted subsidiaries' ability to:

incur secured indebtedness;

enter into certain sale and leaseback transactions; and

enter into certain mergers, amalgamations, consolidations and transfers of substantially all our assets.

The above restrictions are subject to significant exceptions. See "Description of the Notes Covenants Applicable to the Notes" in this prospectus supplement and "Description of the Debt Securities Merger" in the accompanying prospectus.

Use of Proceeds

We estimate that the net proceeds from this offering will be approximately €545 million, after deducting the underwriting commission and our estimated expenses of the offering. We intend to use the net proceeds for general corporate purposes, including capital expenditures and the acquisition of Getrag. See "Use of Proceeds."

Listing

The notes are a new issue of securities with no established trading market. We intend to apply for listing of the notes on the New York Stock Exchange. The underwriters have advised us that they intend to make a market in the notes after this offering is completed, but they are not obligated to do so and may discontinue any market-making at any time without notice to or the consent of noteholders.

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Form of Notes	The notes will be issued in book-entry only form and will be represented by global notes deposited with, or on behalf of, Clearstream Banking, <i>société anonyme</i> ("Clearstream"), and Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear"), and registered in the name of the common depositary or its nominee. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by Clearstream and Euroclear and their participants, and these beneficial interests may not be exchanged for certificated notes, except in limited circumstances. See "Description of the Notes Book-Entry Procedures" in this prospectus supplement.
Governing Law	The notes and the indenture under which they will be issued will be governed by the laws of the State of New York.
Trustee	The Bank of New York Mellon.
Paying Agent	The Bank of New York Mellon, London Branch.
Transfer Agent	The Bank of New York Mellon.
Registrar	The Bank of New York Mellon.
Risk Factors	You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under "Risk Factors" in this prospectus supplement before deciding whether to invest in the notes.

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The following table sets forth our selected consolidated financial data, which has been prepared in accordance with GAAP.

As more fully described in the "Basis of Presentation" section of this prospectus supplement, income statement data and financial position data as at and for each of the three years ended December 31, 2014 are derived from our audited consolidated financial statements, and have been adjusted to reflect our stock split on March 25, 2015 and the presentation of our interiors operations as discontinued operations separate from the Company's continuing operations.

The income statement data and financial position data as at and for the nine-month periods ended September 30, 2015 and 2014 are derived from our unaudited interim consolidated financial statements. As more fully described in note 1 thereto, our Unaudited Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2015 were prepared on a basis consistent with that used in preparing our audited consolidated financial statements other than adjustments necessary to reflect our stock split on March 25, 2015 and the presentation of our interiors operations as discontinued operations. The Unaudited Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2015 reflect all adjustments, which consist only of normal and recurring adjustments, necessary to present fairly the financial position at September 30, 2015 and the results of operations, changes in equity and cash flows for the three-month and nine-month periods ended September 30, 2015 and 2014. Our historical results are not necessarily indicative of our future operating results, and interim results for the nine months ended September 30, 2015 are not projections for the results to be expected for the year ending December 31, 2015. You should read the following information in conjunction with our financial statements and notes thereto and the other financial information included or incorporated by reference in this prospectus supplement.

	Nine Months Ended		Year Ended December 31,		
	September 30,		2014	2013	2012
	2015	2014			
	(in millions, except for per share data)				
Income Statement Data:					
Vehicle Production Volumes:					
North America	12.907	12.626	17.003	16.158	15.448
Europe	15.260	14.916	20.111	19.397	19.424
Sales:					