LEAR CORP
Form 10-Q
July 26, 2017
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended July 1, 2017.

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to .
Commission file number: 001-11311

(Exact name of registrant as specified in its charter)

Delaware	13-3386776
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
21557 Telegraph Road, Southfield, MI	48033
(Address of principal executive offices)	(Zip code)

(248) 447-1500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨
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. ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x
As of July 21, 2017, the number of shares outstanding of the registrant's common stock was 68,064,307 shares.

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FOR THE QUARTER ENDED JULY 1, 2017

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PART I — FINANCIAL INFORMATION

ITEM 1 — CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

INTRODUCTION TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

We have prepared the unaudited condensed consolidated financial statements of Lear Corporation and subsidiaries pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to make the information presented not misleading when read in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, for the year ended December 31, 2016.

The financial information presented reflects all adjustments (consisting of normal recurring adjustments) which are, in our opinion, necessary for a fair presentation of the results of operations, cash flows and financial position for the interim periods presented. These results are not necessarily indicative of a full year’s results of operations.

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CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	July 1, 2017 [1]	December 31, 2016
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$1,166.7	$ 1,271.6
Accounts receivable	3,357.7	2,746.5
Inventories	1,127.4	1,020.6
Other	690.1	610.6
Total current assets	6,341.9	5,649.3
LONG-TERM ASSETS:		
Property, plant and equipment, net	2,266.7	2,019.3
Goodwill	1,272.1	1,121.3
Other	1,356.5	1,110.7
Total long-term assets	4,895.3	4,251.3
Total assets	$11,237.2	$ 9,900.6
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Short-term borrowings	$3.9	$ 8.6
Accounts payable and drafts	3,202.9	2,640.5
Accrued liabilities	1,693.5	1,497.6
Current portion of long-term debt	42.0	35.6
Total current liabilities	4,942.3	4,182.3
LONG-TERM LIABILITIES:		
Long-term debt	1,877.1	1,898.0
Other	661.6	627.4
Total long-term liabilities	2,538.7	2,525.4
EQUITY:		
Preferred stock, 100,000,000 shares authorized (including 10,896,250 Series A convertible preferred stock authorized); no shares outstanding	—	—
Common stock, $0.01 par value, 300,000,000 shares authorized; 72,563,291 and 80,563,291 shares issued as of July 1, 2017 and December 31, 2016, respectively	0.7	0.8
Additional paid-in capital	1,186.9	1,385.3
Common stock held in treasury, 4,499,508 and 11,131,648 shares as of July 1, 2017 and December 31, 2016, respectively, at cost	(527.0)	(1,200.2)
Retained earnings	3,572.6	3,706.9
Accumulated other comprehensive loss	(611.3)	(835.6)
Lear Corporation stockholders' equity	3,621.9	3,057.2
Noncontrolling interests	134.3	135.7
Equity	3,756.2	3,192.9
Total liabilities and equity	$11,237.2	$ 9,900.6

[1] Unaudited.

The accompanying notes are an integral part of these condensed consolidated balance sheets.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited; in millions, except share and per share data)

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net sales	$5,123.2	$4,724.8	$10,121.7	$9,387.7
Cost of sales	4,545.4	4,184.4	8,961.4	8,311.6
Selling, general and administrative expenses	157.2	154.3	312.9	303.3
Amortization of intangible assets	11.5	13.3	21.6	26.5
Interest expense	21.4	20.3	42.2	41.4
Other (income) expense, net	5.8	(23.5)	9.5	(15.0)
Consolidated income before provision for income taxes and equity in net income of affiliates	381.9	376.0	774.1	719.9
Provision for income taxes	73.3	101.0	162.4	199.2
Equity in net income of affiliates	(18.4)	(19.5)	(33.8)	(36.3)
Consolidated net income	327.0	294.5	645.5	557.0
Less: Net income attributable to noncontrolling interests	15.1	12.1	27.8	26.2
Net income attributable to Lear	$311.9	$282.4	$617.7	$530.8
Basic net income per share attributable to Lear	$4.53	$3.85	$8.92	$7.17
Diluted net income per share attributable to Lear	$4.49	$3.82	$8.84	$7.11
Cash dividends declared per share	$0.50	$0.30	$1.00	$0.60
Average common shares outstanding	68,903,958	73,322,857	69,281,163	74,013,593
Average diluted shares outstanding	69,448,798	73,864,457	69,888,073	74,678,147
Consolidated comprehensive income (Note 13)	$451.0	$238.5	$873.1	$570.7
Less: Comprehensive income attributable to noncontrolling interests	17.3	9.3	31.1	23.6
Comprehensive income attributable to Lear	$433.7	$229.2	$842.0	$547.1

The accompanying notes are an integral part of these condensed consolidated statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; in millions)

	Six Months Ended	
	July 1, 2017	July 2, 2016
Cash Flows from Operating Activities:		
Consolidated net income	$645.5	$557.0
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	201.5	184.7
Net change in recoverable customer engineering, development and tooling	(8.1)	19.6
Net change in working capital items (see below)	20.0	49.9
Other, net	(13.6)	6.4
Net cash provided by operating activities	845.3	817.6
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(274.0)	(181.7)
Acquisition	(286.8)	—
Other, net	(5.5)	50.5
Net cash used in investing activities	(566.3)	(131.2)
Cash Flows from Financing Activities:		
Credit agreement repayments	(15.6)	(9.4)
Short-term borrowings, net	(4.9)	5.2
Repurchase of common stock	(239.7)	(367.1)
Dividends paid to Lear Corporation stockholders	(70.7)	(47.0)
Dividends paid to noncontrolling interests	(27.7)	(14.3)
Other, net	(58.3)	(51.3)
Net cash used in financing activities	(416.9)	(483.9)
Effect of foreign currency translation	33.0	(4.4)
Net Change in Cash and Cash Equivalents	(104.9)	198.1
Cash and Cash Equivalents as of Beginning of Period	1,271.6	1,196.6
Cash and Cash Equivalents as of End of Period	$1,166.7	$1,394.7
Changes in Working Capital Items:		
Accounts receivable	$(414.7)	$(327.2)
Inventories	(42.0)	(39.8)
Accounts payable	390.3	201.7
Accrued liabilities and other	86.4	215.2
Net change in working capital items	$20.0	$49.9
Supplementary Disclosure:		
Cash paid for interest	$45.1	$44.1
Cash paid for income taxes, net of refunds received	$155.7	$108.4

The accompanying notes are an integral part of these condensed consolidated statements.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

Lear Corporation ("Lear," and together with its consolidated subsidiaries, the "Company") and its affiliates design and manufacture automotive seating and electrical distribution systems and related components. The Company's main customers are automotive original equipment manufacturers. The Company operates facilities worldwide.

The accompanying condensed consolidated financial statements include the accounts of Lear, a Delaware corporation, and the wholly owned and less than wholly owned subsidiaries controlled by Lear. In addition, Lear consolidates all entities, including variable interest entities, in which it has a controlling financial interest. Investments in affiliates in which Lear does not have control, but does have the ability to exercise significant influence over operating and financial policies, are accounted for under the equity method.

The Company's annual financial results are reported on a calendar year basis, and quarterly interim results are reported using a thirteen week reporting calendar.

Certain amounts in the prior period's financial statements have been reclassified to conform to the presentation used in the quarter ended July 1, 2017.

Cost of Sales and Selling, General and Administrative Expenses

Cost of sales includes material, labor and overhead costs associated with the manufacture and distribution of the Company's products. Distribution costs include inbound freight costs, purchasing and receiving costs, inspection costs, warehousing costs and other costs of the Company's distribution network. Selling, general and administrative expenses include selling, engineering and development and administrative costs not directly associated with the manufacture and distribution of the Company's products.

(2) Acquisitions

Grupo Antolin Seating

On April 28, 2017, the Company completed the acquisition of Grupo Antolin's automotive seating business ("Antolin Seating") for $291.5 million, net of cash acquired. Antolin Seating is headquartered in France with operations in five countries in Europe and North Africa. The Antolin Seating business is comprised of just-in-time seat assembly, as well as seat structures, mechanisms and seat covers with annual sales of approximately $370 million.

The Antolin Seating acquisition was accounted for as a business combination, and accordingly, the assets acquired and liabilities assumed are included in the accompanying condensed consolidated balance sheet as of July 1, 2017. The operating results and cash flows of Antolin Seating are included in the accompanying condensed consolidated financial statements from the date of acquisition and in the Company's seating segment.

The net purchase price of $291.5 million is subject to adjustment and consists of cash paid of $286.8 million, net of cash acquired, and contingent consideration of $4.7 million. In addition, the Company incurred transaction costs of $2.3 million related to advisory services in the six months ended July 1, 2017, which have been expensed as incurred and are recorded in selling, general and administrative expenses. The purchase price and preliminary allocation are shown below (in millions):

Purchase price paid, net of cash acquired	$286.8
Acquisition date contingent consideration	4.7
Net purchase price	291.5
Property, plant and equipment	$83.6
Other assets purchased and liabilities assumed, net	(33.4)
Goodwill	121.1
Intangible assets	120.2
Preliminary purchase price allocation	$291.5

Contingent consideration represents the discounted value of estimated amounts due to the seller pending the resolution of certain matters. As of the acquisition date, the value of estimated contingent consideration was $4.7 million.

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(Continued)

Recognized goodwill is attributable to the assembled workforce, expected synergies and other intangible assets that do not qualify for separate recognition.
Intangible assets consist of provisional amounts recognized for the fair value of customer-based assets and were based on an independent appraisal. Customer-based assets include Antolin Seating's established relationships with its customers and the ability of these customers to generate future economic profits for the Company. It is currently estimated that these intangible assets have a weighted average useful life of approximately fifteen years.
The purchase price and related allocation are preliminary and will be revised as a result of additional information regarding the assets acquired and liabilities assumed, including, but not limited to, certain tax attributes, contingent liabilities and revisions of provisional estimates of fair values resulting from the completion of independent appraisals and valuations of property, plant and equipment and intangible assets.
The pro-forma effects of this acquisition do not materially impact the Company's reported results for any period presented.
For further information on acquired assets measured at fair value, see Note 16, "Financial Instruments."
AccuMED
On December 21, 2016, the Company completed the acquisition of 100% of the outstanding equity interests of AccuMED Holdings Corp. ("AccuMED"), a privately-held developer and manufacturer of specialty fabrics for $148.5 million, net of cash acquired. AccuMED has annual sales of approximately $80 million. The AccuMED acquisition was accounted for as a business combination, and accordingly, the assets acquired and liabilities assumed are included in the accompanying condensed consolidated balance sheets as of July 1, 2017 and December 31, 2016. The operating results and cash flows of AccuMED are included in the accompanying condensed consolidated financial statements from the date of acquisition and in the Company's seating segment. The purchase price and preliminary allocation are shown below (in millions):

Purchase price paid, net of cash acquired	$148.5
Property, plant and equipment	$12.7
Other assets purchased and liabilities assumed, net	9.9
Goodwill	72.9
Intangible assets	53.0
Preliminary purchase price allocation	$148.5

Recognized goodwill is attributable to the assembled workforce, expected synergies and other intangible assets that do not qualify for separate recognition.
Intangible assets consist of amounts recognized for the fair value of customer-based assets and were based on an independent appraisal. Customer-based assets include AccuMED's established relationships with its customers and the ability of these customers to generate future economic profits for the Company. It is estimated that these intangible assets have a weighted average useful life of approximately fifteen years.
The purchase price allocation is preliminary and will be revised as a result of additional information regarding the assets acquired and liabilities assumed, including, but not limited to, certain tax attributes and contingent liabilities.
The pro-forma effects of this acquisition do not materially impact the Company's reported results for any period presented.
For further information on acquired assets measured at fair value, see Note 16, "Financial Instruments."

(3) Restructuring
Restructuring costs include employee termination benefits, fixed asset impairment charges and contract termination costs, as well as other incremental costs resulting from the restructuring actions. These incremental costs principally include equipment and personnel relocation costs. The Company also incurs incremental manufacturing inefficiency

costs at the operating locations impacted by the restructuring actions during the related restructuring implementation period. Restructuring costs are recognized in the Company’s condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP"). Generally, charges are recorded as restructuring actions are approved and/or implemented.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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In the first half of 2017, the Company recorded charges of $31.6 million in connection with its restructuring actions. These charges consist of $23.3 million recorded as cost of sales, $8.6 million recorded as selling, general and administrative expenses and net credits of $0.3 million recorded as other income. The restructuring charges consist of employee termination costs of $26.9 million, fixed asset impairment charges of $0.4 million, a pension benefit plan settlement loss of $0.8 million and contract termination costs of $1.4 million, as well as other related costs of $2.1 million. Employee termination benefits were recorded based on existing union and employee contracts, statutory requirements, completed negotiations and Company policy. Fixed asset impairment charges relate to the disposal of buildings, leasehold improvements and/or machinery and equipment with carrying values of $0.4 million in excess of related estimated fair values.

The Company expects to incur approximately $50 million of additional restructuring costs related to activities initiated as of July 1, 2017, and expects that the components of such costs will be consistent with its historical experience. Any future restructuring actions will depend upon market conditions, customer actions and other factors.

A summary of 2017 activity, excluding the pension benefit plan settlement loss of $0.8 million (Note 9, "Pension and Other Postretirement Benefit Plans"), is shown below (in millions):

	Accrual as of January 1, 2017	2017 Charges	Utilization		Accrual as of July 1, 2017
			Cash	Non-cash	
Employee termination benefits	$ 69.4	$ 26.9	$(19.2)	$ —	$ 77.1
Asset impairment charges	—	0.4	—	(0.4)	—
Contract termination costs	4.6	1.4	(1.1)	—	4.9
Other related costs	—	2.1	(2.1)	—	—
Total	$ 74.0	$ 30.8	$(22.4)	$ (0.4)	$ 82.0

(4) Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs. A summary of inventories is shown below (in millions):

	July 1, 2017	December 31, 2016
Raw materials	$827.3	$746.3
Work-in-process	124.8	106.4
Finished goods	175.3	167.9
Inventories	$1,127.4	$1,020.6

(5) Pre-Production Costs Related to Long-Term Supply Agreements

The Company incurs pre-production engineering and development ("E&D") and tooling costs related to the products produced for its customers under long-term supply agreements. The Company expenses all pre-production E&D costs for which reimbursement is not contractually guaranteed by the customer. In addition, the Company expenses all pre-production tooling costs related to customer-owned tools for which reimbursement is not contractually guaranteed by the customer or for which the Company does not have a non-cancelable right to use the tooling.

During the first six months of 2017 and 2016, the Company capitalized $137.4 million and $72.4 million, respectively, of pre-production E&D costs for which reimbursement is contractually guaranteed by the customer. During the first six months of 2017 and 2016, the Company also capitalized $57.6 million and $41.6 million, respectively, of pre-production tooling costs related to customer-owned tools for which reimbursement is

contractually guaranteed by the customer or for which the Company has a non-cancelable right to use the tooling. These amounts are included in other current and long-term assets in the accompanying condensed consolidated balance sheets.

During the first six months of 2017 and 2016, the Company collected $171.0 million and $127.9 million, respectively, of cash related to E&D and tooling costs.

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The classification of recoverable customer E&D and tooling costs related to long-term supply agreements is shown below (in millions):

	July 1, 2017	December 31, 2016
Current	$190.4	$ 185.9
Long-term	59.9	43.4
Recoverable customer E&D and tooling	$250.3	$ 229.3

(6) Long-Term Assets

Property, Plant and Equipment

Property, plant and equipment is stated at cost. Costs associated with the repair and maintenance of the Company's property, plant and equipment are expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency or safety of the Company's property, plant and equipment are capitalized and depreciated over the remaining useful life of the related asset. Depreciable property is depreciated over the estimated useful lives of the assets, using principally the straight-line method.

A summary of property, plant and equipment is shown below (in millions):

	July 1, 2017	December 31, 2016
Land	$117.0	$101.7
Buildings and improvements	722.2	648.1
Machinery and equipment	2,752.7	2,459.6
Construction in progress	348.1	296.4
Total property, plant and equipment	3,940.0	3,505.8
Less – accumulated depreciation	(1,673.3)	(1,486.5)
Property, plant and equipment, net	$2,266.7	$2,019.3

Depreciation expense was $93.1 million and $81.2 million in the three months ended July 1, 2017 and July 2, 2016, respectively, and $179.9 million and $158.2 million in the six months ended July 1, 2017 and July 2, 2016, respectively.

The Company monitors its long-lived assets for impairment indicators on an ongoing basis in accordance with GAAP. If impairment indicators exist, the Company performs the required impairment analysis by comparing the undiscounted cash flows expected to be generated from the long-lived assets to the related net book values. If the net book value exceeds the undiscounted cash flows, an impairment loss is measured and recognized. Except as discussed below, the Company does not believe that there were any indicators that would have resulted in long-lived asset impairment charges as of July 1, 2017. The Company will, however, continue to assess the impact of any significant industry events on the realization of its long-lived assets.

In the first six months of 2017 and 2016, the Company recognized fixed asset impairment charges of $0.4 million and $3.2 million, respectively, in conjunction with its restructuring actions (Note 3, "Restructuring").

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(7) Goodwill
A summary of the changes in the carrying amount of goodwill, by operating segment, in the six months ended July 1, 2017, is shown below (in millions):

	Seating	E-Systems	Total
Balance at January 1, 2017	$1,091.2	$ 30.1	$1,121.3
Acquisition	121.1	—	121.1
Foreign currency translation and other	29.5	0.2	29.7
Balance at July 1, 2017	$1,241.8	$ 30.3	$1,272.1

Goodwill is not amortized but is tested for impairment on at least an annual basis. Impairment testing is required more often than annually if an event or circumstance indicates that an impairment is more likely than not to have occurred. In conducting its annual impairment testing, the Company may first perform a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount. If not, no further goodwill impairment testing is required. If it is more likely than not that a reporting unit's fair value is less than its carrying amount, or if the Company elects not to perform a qualitative assessment of a reporting unit, the Company then compares the fair value of the reporting unit to the related net book value. If the net book value of a reporting unit exceeds its fair value, an impairment loss is measured and recognized. The Company conducts its annual impairment testing as of the first day of its fourth quarter.
The Company does not believe that there were any indicators that would have resulted in goodwill impairment charges as of July 1, 2017. The Company will, however, continue to assess the impact of significant events or circumstances on its recorded goodwill.

(8) Debt
A summary of long-term debt, net of unamortized debt issuance costs and the related weighted average interest rates is shown below (in millions):

	July 1, 2017				December 31, 2016			
Debt Instrument	Long-Term Debt	Debt Issuance Costs [1]	Long-Term Debt, Net	Weighted Average Interest Rate	Long-Term Debt	Debt Issuance Costs [1]	Long-Term Debt, Net	Weighted Average Interest Rate
Credit Agreement — Term Loan Facility	$453.1	$ (1.3)	$451.8	2.445%	$468.7	$ (1.6)	$467.1	2.105%
4.75% Senior Notes due 2023 ("2023 Notes")	500.0	(4.4)	495.6	4.75%	500.0	(4.8)	495.2	4.75%
5.375% Senior Notes due 2024 ("2024 Notes")	325.0	(2.6)	322.4	5.375%	325.0	(2.8)	322.2	5.375%
5.25% Senior Notes due 2025 ("2025 Notes")	650.0	(6.2)	643.8	5.25%	650.0	(6.6)	643.4	5.25%
Other	5.5	—	5.5	N/A	5.7	—	5.7	N/A
	$1,933.6	$ (14.5)	1,919.1		$1,949.4	$ (15.8)	1,933.6	
Less — Current portion			(42.0)				(35.6)	
Long-term debt			$1,877.1				$1,898.0	

[1] Unamortized portion

Senior Notes
The issuance date, maturity date and interest payable dates of the Company's senior unsecured 2023 Notes, 2024 Notes and 2025 Notes (together, the "Notes") are as shown below:

Note	Issuance Date	Maturity Date	Interest Payable Dates
2023 Notes	January 2013	January 15, 2023	January 15 and July 15
2024 Notes	March 2014	March 15, 2024	March 15 and September 15
2025 Notes	November 2014	January 15, 2025	January 15 and July 15

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Guarantees

The Notes are senior unsecured obligations. The Company’s obligations under the Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by certain domestic subsidiaries, which are directly or indirectly 100% owned by Lear (Note 18, "Supplemental Guarantor Condensed Consolidating Financial Statements").

Covenants

Subject to certain exceptions, the indentures governing the Notes contain restrictive covenants that, among other things, limit the ability of the Company to: (i) create or permit certain liens and (ii) consolidate, merge or sell all or substantially all of the Company’s assets. The indentures governing the 2023 Notes and 2024 Notes limit the ability of the Company to enter into sale and leaseback transactions. The indentures governing the Notes also provide for customary events of default.

As of July 1, 2017, the Company was in compliance with all covenants under the indentures governing the Notes.

Credit Agreement

As of July 1, 2017, the Company’s credit agreement (the "Credit Agreement") consists of a $1.25 billion revolving credit facility (the “Revolving Credit Facility”), which matures on November 14, 2019, and a $500 million term loan facility (the "Term Loan Facility"), which matures on January 5, 2020. As of July 1, 2017 and December 31, 2016, there were no borrowings outstanding under the Revolving Credit Facility. As of July 1, 2017 and December 31, 2016, there were $453.1 million and $468.7 million, respectively, of borrowings outstanding under the Term Loan Facility. In the three and six months ended July 1, 2017, the Company made required principal payments under the Term Loan Facility of $9.4 million and $15.6 million, respectively.

Advances under the Revolving Credit Facility generally bear interest at a variable rate per annum equal to (i) the Eurocurrency Rate (as defined in the Credit Agreement) plus an adjustable margin of 1.0% to 2.25% based on the Company’s corporate rating (1.25% as of July 1, 2017), payable on the last day of each applicable interest period but in no event less frequently than quarterly, or (ii) the Adjusted Base Rate (as defined in the Credit Agreement) plus an adjustable margin of 0.0% to 1.25% based on the Company’s corporate rating (0.25% as of July 1, 2017), payable quarterly. A facility fee, which ranges from 0.25% to 0.50% of the total amount committed under the Revolving Credit Facility, is payable quarterly.

Loans under the Term Loan Facility generally bear interest at a variable rate per annum equal to (i) the Eurocurrency Rate (as defined in the Credit Agreement) plus an adjustable margin of 1.25% to 2.25% based on the Company's corporate rating (1.375% as of July 1, 2017), payable on the last day of each applicable interest period but in no event less frequently than quarterly, or (ii) the Adjusted Base Rate (as defined in the Credit Agreement) plus an adjustable margin of 0.25% to 1.25% based on the Company's corporate rating (0.375% as of July 1, 2017), payable quarterly.

The Company’s obligations under the Credit Agreement are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by certain domestic subsidiaries, which are directly or indirectly 100% owned by Lear (Note 18, "Supplemental Guarantor Condensed Consolidating Financial Statements").

The Credit Agreement contains various customary representations, warranties and covenants by the Company, including, without limitation, (i) covenants regarding maximum leverage and minimum interest coverage, (ii) limitations on fundamental changes involving the Company or its subsidiaries and (iii) limitations on indebtedness, liens, investments and restricted payments. As of July 1, 2017, the Company was in compliance with all covenants under the Credit Agreement.

Other

As of July 1, 2017, other long-term debt consists of amounts outstanding under capital leases.

For further information on the Notes and the Credit Agreement, see Note 6, "Debt," to the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016.

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(9) Pension and Other Postretirement Benefit Plans

The Company sponsors defined benefit pension plans and other postretirement benefit plans (primarily for the continuation of medical benefits) for eligible employees in the United States and certain other countries.

Net Periodic Pension and Other Postretirement Benefit Cost

The components of the Company's net periodic pension benefit cost are shown below (in millions):

	Three Months Ended				Six Months Ended			
	July 1, 2017		July 2, 2016		July 1, 2017		July 2, 2016	
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
Service cost	$1.2	$ 1.8	$1.4	$ 1.7	$2.5	$ 3.5	$2.8	$ 3.2
Interest cost	5.5	3.4	7.5	4.2	10.9	7.2	14.9	8.1
Expected return on plan assets	(7.2)	(5.5)	(9.5)	(6.0)	(14.4)	(11.1)	(19.0)	(11.6)
Amortization of actuarial loss	0.7	1.3	0.7	0.8	1.3	2.5	1.4	1.5
Settlement loss	—	—	—	—	0.2	0.8	0.2	—
Net periodic benefit cost	$0.2	$ 1.0	$0.1	$ 0.7	$0.5	$ 2.9	$0.3	$ 1.2

In the six months ended July 1, 2017, the Company recognized a pension settlement loss of $0.8 million related to its restructuring actions.

The components of the Company's net periodic other postretirement benefit cost are shown below (in millions):

	Three Months Ended				Six Months Ended			
	July 1, 2017		July 2, 2016		July 1, 2017		July 2, 2016	
	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign	U.S.	Foreign
Service cost	$0.1	$ 0.2	$0.1	$ 0.1	$0.1	$ 0.3	$0.1	$ 0.3
Interest cost	0.6	0.4	0.7	0.4	1.2	0.8	1.5	0.8
Amortization of actuarial (gain) loss	(0.7)	—	(0.3)	—	(1.3)	0.1	(0.6)	0.1
Amortization of prior service credit	—	(0.1)	—	(0.1)	—	(0.2)	—	(0.2)
Special termination benefits	—	0.1	—	0.3	—	0.1	—	0.3
Net periodic benefit cost	$—	$ 0.6	$0.5	$ 0.7	$—	$ 1.1	$1.0	$ 1.3

Contributions

In the six months ended July 1, 2017, employer contributions to the Company's domestic and foreign defined benefit pension plans were $5.6 million.

The Company expects contributions to its domestic and foreign defined benefit pension plans to be approximately $10 million to $15 million in 2017. The Company may elect to make contributions in excess of minimum funding requirements in response to investment performance or changes in interest rates or when the Company believes that it is financially advantageous to do so and based on its other cash requirements.

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(10) Other (Income) Expense, Net
Other (income) expense, net includes non-income related taxes, foreign exchange gains and losses, gains and losses related to certain derivative instruments and hedging activities, gains and losses on the disposal of fixed assets and other miscellaneous income and expense.
A summary of other (income) expense, net is shown below (in millions):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Other expense	$ 7.5	$ 10.6	$13.7	$19.6
Other income	(1.7)	(34.1)	(4.2)	(34.6)
Other (income) expense, net	$ 5.8	$ (23.5)	$9.5	$(15.0)

In the three months ended July 1, 2017, other expense includes net foreign currency transaction losses of $2.3 million. In the six months ended July 1, 2017, other income includes net foreign currency transaction gains of $3.3 million. In the three and six months ended July 2, 2016, other income includes a gain of $30.3 million related to the consolidation of an affiliate. In the three and six months ended July 2, 2016, other expense includes net foreign currency transaction losses of $2.2 million and $1.8 million, respectively. For further information on the consolidation of an affiliate, see Note 5, "Investments in Affiliates and Other Related Party Transactions," to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

(11) Income Taxes
A summary of the provision for income taxes and the corresponding effective tax rate for the three and six months ended July 1, 2017 and July 2, 2016, is shown below (in millions, except effective tax rates):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Provision for income taxes	$73.3	$101.0	$162.4	$199.2
Pretax income before equity in net income of affiliates	$381.9	$376.0	$774.1	$719.9
Effective tax rate	19.2 %	26.9 %	21.0 %	27.7 %

On January 1, 2017, the Company adopted Accounting Standards Update ("ASU") 2016-09, "Improvements to Employee Share-Based Payment Accounting." The new standard requires that the tax impact related to the difference between share-based compensation for book and tax purposes be recognized as income tax benefit or expense in the Company’s condensed consolidated statement of comprehensive income in the reporting period in which such awards vest. The standard also required a modified retrospective adoption for previously unrecognized excess tax benefits. Accordingly, the Company recognized a deferred tax asset of $54.5 million and a corresponding credit to retained earnings in conjunction with the adoption. The effects of adopting the other provisions of ASU 2016-09 were not significant.
In the first six months of 2017 and 2016, the provision for income taxes was primarily impacted by the level and mix of earnings among tax jurisdictions. In the first six months of 2017, the Company recognized net tax benefits of $54.4 million, of which $28.7 million related to the reversal of valuation allowances on the deferred tax assets of certain foreign subsidiaries, $15.8 million related to the change in the accounting for share-based compensation discussed above and $9.9 million related to restructuring charges and various other items. In the first six months of 2016, the Company recognized net tax benefits of $12.1 million related to restructuring charges and various other items. In addition, the Company recognized a gain of $30.3 million related to the consolidation of an affiliate, for which no tax

expense was provided. Excluding these items, the effective tax rate for the first six months of 2017 and 2016 approximated the U.S. federal statutory income tax rate of 35% adjusted for income taxes on foreign earnings, losses and remittances, valuation allowances, tax credits, income tax incentives and other permanent items.

The Company's current and future provision for income taxes is impacted by the initial recognition of and changes in valuation allowances in certain countries. The Company intends to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. The Company's future provision for income taxes will include no tax benefit with respect to losses incurred and, except for certain jurisdictions, no tax expense with respect to income generated in these countries until the

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respective valuation allowances are eliminated. Accordingly, income taxes are impacted by changes in valuation allowances and the mix of earnings among jurisdictions. The Company evaluates the realizability of its deferred tax assets on a quarterly basis. In completing this evaluation, the Company considers all available evidence in order to determine whether, based on the weight of the evidence, a valuation allowance for its deferred tax assets is necessary. Such evidence includes historical results, future reversals of existing taxable temporary differences and expectations for future taxable income (exclusive of the reversal of temporary differences and carryforwards), as well as the implementation of feasible and prudent tax planning strategies. If, based on the weight of the evidence, it is more likely than not that all or a portion of the Company's deferred tax assets will not be realized, a valuation allowance is recorded. If operating results improve or decline on a continual basis in a particular jurisdiction, the Company's decision regarding the need for a valuation allowance could change, resulting in either the initial recognition or reversal of a valuation allowance in that jurisdiction, which could have a significant impact on income tax expense in the period recognized and subsequent periods.
For further information related to the Company's income taxes, see Note 7, "Income Taxes," to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

(12) Net Income Per Share Attributable to Lear
Basic net income per share attributable to Lear is computed by dividing net income attributable to Lear by the average number of common shares outstanding during the period. Common shares issuable upon the satisfaction of certain conditions pursuant to a contractual agreement are considered common shares outstanding and are included in the computation of basic net income per share attributable to Lear.
Diluted net income per share attributable to Lear is computed using the treasury stock method by dividing net income attributable to Lear by the average number of common shares outstanding, including the dilutive effect of common stock equivalents using the average share price during the period.
A summary of information used to compute basic and diluted net income per share attributable to Lear is shown below (in millions, except share and per share data):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net income attributable to Lear	$311.9	$ 282.4	$617.7	$ 530.8
Average common shares outstanding	68,903,978	68,322,857	69,281,170	68,013,593
Dilutive effect of common stock equivalents	544,840	541,600	606,910	664,554
Average diluted shares outstanding	69,448,798	68,864,457	69,888,080	68,678,147
Basic net income per share attributable to Lear	$4.53	$ 3.85	$8.92	$ 7.17
Diluted net income per share attributable to Lear	$4.49	$ 3.82	$8.84	$ 7.11

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(13) Comprehensive Income and Equity

Comprehensive Income

Comprehensive income is defined as all changes in the Company's net assets except changes resulting from transactions with stockholders. It differs from net income in that certain items recorded in equity are included in comprehensive income.

A summary of comprehensive income and reconciliations of equity, Lear Corporation stockholders' equity and noncontrolling interests for the three and six months ended July 1, 2017, is shown below (in millions):

	Three Months Ended July 1, 2017			Six Months Ended July 1, 2017		
	Equity	Lear Corporation Stockholders' Equity	Non-controlling Interests	Equity	Lear Corporation Stockholders' Equity	Non-controlling Interests
Beginning equity balance	$3,463.5	$ 3,331.0	$ 132.5	$3,192.9	$ 3,057.2	$ 135.7
Stock-based compensation transactions	19.3	19.3	—	(6.5)	(6.5)	—
Repurchase of common stock	(126.8)	(126.8)	—	(254.3)	(254.3)	—
Dividends declared to Lear Corporation stockholders	(35.3)	(35.3)	—	(71.0)	(71.0)	—
Dividends declared to noncontrolling interest holders	(15.5)	—	(15.5)	(32.5)	—	(32.5)
Adoption of ASU 2016-09 (Note 11, "Taxes")	—	—	—	54.5	54.5	—
Comprehensive income:						
Net income	327.0	311.9	15.1	645.5	617.7	27.8
Other comprehensive income, net of tax:						
Defined benefit plan adjustments	(1.9)	(1.9)	—	(1.2)	(1.2)	—
Derivative instruments and hedging activities	15.9	15.9	—	68.0	68.0	—
Foreign currency translation adjustments	110.0	107.8	2.2	160.8	157.5	3.3
Other comprehensive income	124.0	121.8	2.2	227.6	224.3	3.3
Comprehensive income	451.0	433.7	17.3	873.1	842.0	31.1
Ending equity balance	$3,756.2	$ 3,621.9	$ 134.3	$3,756.2	$ 3,621.9	$ 134.3

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A summary of changes, net of tax, in accumulated other comprehensive loss for the three and six months ended July 1, 2017, is shown below (in millions):

	Three Months Ended July 1, 2017	Six Months Ended July 1, 2017
Defined benefit plans:		
Balance at beginning of period	$(192.1)	$(192.8)
Reclassification adjustments (net of tax expense of $0.4 million and $0.9 million in the three and six months ended July 1, 2017, respectively)	0.8	2.5
Other comprehensive loss recognized during the period (net of tax impact of $— million in the three and six months ended July 1, 2017)	(2.7)	(3.7)
Balance at end of period	$(194.0)	$(194.0)
Derivative instruments and hedging:		
Balance at beginning of period	$7.0	$(45.1)
Reclassification adjustments (net of tax (benefit) expense of ($0.1) million and $2.9 million in the three and six months ended July 1, 2017, respectively)	—	8.8
Other comprehensive income recognized during the period (net of tax expense of $5.1 million and $19.8 million in the three and six months ended July 1, 2017, respectively)	15.9	59.2
Balance at end of period	$22.9	$22.9
Foreign currency translation:		
Balance at beginning of period	$(548.0)	$(597.7)
Other comprehensive income recognized during the period (net of tax impact of $— million in the three and six months ended July 1, 2017)	107.8	157.5
Balance at end of period	$(440.2)	$(440.2)

In the three and six months ended July 1, 2017, foreign currency translation adjustments are related primarily to the strengthening of the Euro and, to a lesser extent, the Chinese renminbi relative to the U.S. dollar. In the three and six months ended July 1, 2017, foreign currency translation adjustments include pretax losses of $0.2 million and $0.8 million, respectively, related to intercompany transactions for which settlement is not planned or anticipated in the foreseeable future.

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A summary of comprehensive income and reconciliations of equity, Lear Corporation stockholders' equity and noncontrolling interests for the three and six months ended July 2, 2016, is shown below (in millions):

	Three Months Ended July 2, 2016			Six Months Ended July 2, 2016		
	Equity	Lear Corporation Stockholders' Equity	Non-controlling Interests	Equity	Lear Corporation Stockholders' Equity	Non-controlling Interests
Beginning equity balance	$3,144.4	$ 3,037.6	$ 106.8	$3,017.7	$ 2,927.4	$ 90.3
Stock-based compensation transactions	18.7	18.7	—	(8.9)	(8.9)	—
Repurchase of common stock	(250.2)	(250.2)	—	(405.0)	(405.0)	—
Dividends declared to Lear Corporation stockholders	(22.5)	(22.5)	—	(45.6)	(45.6)	—
Dividends declared to noncontrolling interest holders	(12.8)	—	(12.8)	(12.8)	—	(12.8)
Consolidation of affiliate	40.0	—	40.0	40.0	—	40.0
Non-controlling interests — other	—	—	—	—	(2.2)	2.2
Comprehensive income:						
Net income	294.5	282.4	12.1	557.0	530.8	26.2
Other comprehensive income (loss), net of tax:						
Defined benefit plan adjustments	1.1	1.1	—	(1.7)	(1.7)	—
Derivative instruments and hedging activities	(13.4)	(13.4)	—	(11.4)	(11.4)	—
Foreign currency translation adjustments	(43.7)	(40.9)	(2.8)	26.8	29.4	(2.6)
Other comprehensive income (loss)	(56.0)	(53.2)	(2.8)	13.7	16.3	(2.6)
Comprehensive income	238.5	229.2	9.3	570.7	547.1	23.6
Ending equity balance	$3,156.1	$ 3,012.8	$ 143.3	$3,156.1	$ 3,012.8	$ 143.3

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A summary of changes, net of tax, in accumulated other comprehensive loss for the three and six months ended July 2, 2016, is shown below (in millions):

	Three Months Ended July 2, 2016	Six Months Ended July 2, 2016
Defined benefit plans:		
Balance at beginning of period	$(197.4)	$(194.6)
Reclassification adjustments (net of tax expense of $0.5 million and $0.7 million in the three and six months ended July 2, 2016, respectively)	0.6	1.7
Other comprehensive income (loss) recognized during the period (net of tax impact of $— million in the three and six months ended July 2, 2016)	0.5	(3.4)
Balance at end of period	$(196.3)	$(196.3)
Derivative instruments and hedging:		
Balance at beginning of period	$(36.7)	$(38.7)
Reclassification adjustments (net of tax expense of $5.8 million and $10.7 million in the three and six months ended July 2, 2016, respectively)	15.5	29.1
Other comprehensive loss recognized during the period (net of tax benefit of $10.3 million and $14.5 million in the three and six months ended July 2, 2016, respectively)	(28.9)	(40.5)
Balance at end of period	$(50.1)	$(50.1)
Foreign currency translation:		
Balance at beginning of period	$(426.5)	$(496.8)
Other comprehensive income (loss) recognized during the period (net of tax impact of $— million in the three and six months ended July 2, 2016)	(40.9)	29.4
Balance at end of period	$(467.4)	$(467.4)

In the three months ended July 2, 2016, foreign currency translation adjustments are related primarily to the weakening of the Chinese renminbi and the Euro relative to the U.S. dollar and include pretax gains of $0.1 million related to intercompany transactions for which settlement is not planned or anticipated in the foreseeable future.

In the six months ended July 2, 2016, foreign currency translation adjustments are related primarily to the strengthening of the Euro and Brazilian real relative to the U.S. dollar, partially offset by the weakening of the Chinese renminbi relative to the U.S. dollar, and include pretax losses of $0.5 million related to intercompany transactions for which settlement is not planned or anticipated in the foreseeable future.

For further information regarding reclassification adjustments related to the Company's defined benefit plans, see Note 9, "Pension and Other Postretirement Benefit Plans."

For further information regarding reclassification adjustments related to the Company's derivative and hedging activities, see Note 16, "Financial Instruments."

Lear Corporation Stockholders’ Equity

Common Stock Share Repurchase Program

In February 2017, the Company's Board of Directors authorized a $658.8 million increase to the existing common stock share repurchase program to provide for a remaining aggregate repurchase authorization of $1.0 billion and extended the term of the program to December 31, 2019. In the first six months of 2017, the Company repurchased, in aggregate, $254.3 million of its outstanding common stock (1,793,067 shares at an average purchase price of $141.84

per share, excluding commissions), of which $239.7 million was paid in cash with the remaining amount to be paid in the third quarter of 2017. As of the end of the second quarter of 2017, the Company has a remaining repurchase authorization of $745.7 million under its ongoing common stock share repurchase program. The Company may implement these share repurchases through a variety of methods, including, but not limited to, open market purchases, accelerated stock repurchase programs and structured repurchase transactions. The extent to which the Company will repurchase its outstanding common stock and the timing of such

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repurchases will depend upon its financial condition, prevailing market conditions, alternative uses of capital and other factors. In addition, the Company's Credit Agreement places certain limitations on the Company's ability to repurchase its common stock.

Since the first quarter of 2011, the Company's Board of Directors has authorized $4.1 billion in share repurchases under its common stock share repurchase program. As of the end of the second quarter of 2017, the Company has repurchased, in aggregate, $3.3 billion of its outstanding common stock, at an average price of $77.33 per share, excluding commissions and related fees.

In addition to shares repurchased under the Company's common stock share repurchase program described in the preceding paragraphs, the Company classified shares withheld from the settlement of the Company's restricted stock unit and performance share awards to cover minimum tax withholding requirements as common stock held in treasury in the accompanying condensed consolidated balance sheets as of July 1, 2017 and December 31, 2016.

As approved by the Board of Directors, in May 2017, the Company retired 8.0 million shares of common stock held in treasury. These retired shares are reflected as authorized, but not issued, in the accompanying condensed consolidated balance sheet as of July 1, 2017. The retirement of shares held in treasury resulted in a reduction in the par value of common stock, additional paid-in capital and retained earnings of $0.1 million, $155.9 million and $735.5 million, respectively. These reductions were offset by a corresponding reduction in shares held in treasury of $891.5 million. Accordingly, there was no effect on stockholders' equity as a result of this transaction.

Quarterly Dividend

In the first half of 2017 and 2016, the Company's Board of Directors declared quarterly cash dividends of $0.50 and $0.30 per share of common stock, respectively. In the first half of 2017, declared dividends totaled $71.0 million, and dividends paid totaled $70.7 million. In the first half of 2016, declared dividends totaled $45.6 million, and dividends paid totaled $47.0 million. Dividends payable on common shares to be distributed under the Company's stock-based compensation program and common shares contemplated as part of the Company's emergence from Chapter 11 bankruptcy proceedings will be paid when such common shares are distributed.

(14) Legal and Other Contingencies

As of July 1, 2017 and December 31, 2016, the Company had recorded reserves for pending legal disputes, including commercial disputes and other matters, of $8.8 million and $11.0 million, respectively. Such reserves reflect amounts recognized in accordance with GAAP and exclude the cost of legal representation. Product liability and warranty reserves are recorded separately from legal reserves, as described below.

Commercial Disputes

The Company is involved from time to time in legal proceedings and claims, including, without limitation, commercial or contractual disputes with its customers, suppliers and competitors. These disputes vary in nature and are usually resolved by negotiations between the parties.

Product Liability and Warranty Matters

In the event that use of the Company's products results in, or is alleged to result in, bodily injury and/or property damage or other losses, the Company may be subject to product liability lawsuits and other claims. Such lawsuits generally seek compensatory damages, punitive damages and attorneys' fees and costs. In addition, if any of the Company's products are, or are alleged to be, defective, the Company may be required or requested by its customers to participate in a recall or other corrective action involving such products. Certain of the Company's customers have asserted claims against the Company for costs related to recalls or other corrective actions involving its products. The Company can provide no assurances that it will not experience material claims in the future or that it will not incur significant costs to defend such claims.

To a lesser extent, the Company is a party to agreements with certain of its customers, whereby these customers may pursue claims against the Company for contribution of all or a portion of the amounts sought in connection with

product liability and warranty claims.

In certain instances, allegedly defective products may be supplied by Tier 2 suppliers. The Company may seek recovery from its suppliers of materials or services included within the Company's products that are associated with product liability and warranty claims. The Company carries insurance for certain legal matters, including product liability claims, but such coverage

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may be limited. The Company does not maintain insurance for product warranty or recall matters. Future dispositions with respect to the Company's product liability claims that were subject to compromise under the Chapter 11 bankruptcy proceedings will be satisfied out of a common stock and warrant reserve established for that purpose. The Company records product warranty reserves when liability is probable and related amounts are reasonably estimable.

A summary of the changes in reserves for product liability and warranty claims for the six months ended July 1, 2017, is shown below (in millions):

Balance at January 1, 2017	$49.1
Expense, net (including changes in estimates)	12.0
Settlements	(5.7)
Foreign currency translation and other	2.1
Balance at July 1, 2017	$57.5

Environmental Matters

The Company is subject to local, state, federal and foreign laws, regulations and ordinances which govern activities or operations that may have adverse environmental effects and which impose liability for clean-up costs resulting from past spills, disposals or other releases of hazardous wastes and environmental compliance. The Company's policy is to comply with all applicable environmental laws and to maintain an environmental management program based on ISO 14001 to ensure compliance with this standard. However, the Company currently is, has been and in the future may become the subject of formal or informal enforcement actions or procedures.

As of July 1, 2017 and December 31, 2016, the Company had recorded environmental reserves of $9.0 million. The Company does not believe that the environmental liabilities associated with its current and former properties will have a material adverse impact on its business, financial condition, results of operations or cash flows; however, no assurances can be given in this regard.

Other Matters

The Company is involved from time to time in various other legal proceedings and claims, including, without limitation, intellectual property matters, tax claims and employment matters. Although the outcome of any legal matter cannot be predicted with certainty, the Company does not believe that any of the other legal proceedings or claims in which the Company is currently involved, either individually or in the aggregate, will have a material adverse impact on its business, financial condition, results of operations or cash flows. However, no assurances can be given in this regard.

Although the Company records reserves for legal disputes, product liability and warranty claims and environmental and other matters in accordance with GAAP, the ultimate outcomes of these matters are inherently uncertain. Actual results may differ significantly from current estimates.

(15) Segment Reporting

The Company has two reportable operating segments: seating, which includes complete seat systems and all major seat components, including seat covers and surface materials such as leather and fabric, seat structures and mechanisms, seat foam and headrests, and E-Systems, which includes complete electrical distribution systems, electronic control modules and associated software and wireless communication modules. Key components in the electrical distribution system include wiring harnesses, terminals and connectors and junction boxes, including components for high power and hybrid electric systems. The other category includes unallocated costs related to corporate headquarters, regional headquarters and the elimination of intercompany activities, none of which meets the requirements for being classified as an operating segment.

The Company evaluates the performance of its operating segments based primarily on (i) revenues from external customers, (ii) pretax income before equity in net income of affiliates, interest expense and other expense, net,

("segment earnings") and (iii) cash flows, being defined as segment earnings less capital expenditures plus depreciation and amortization.

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A summary of revenues from external customers and other financial information by reportable operating segment is shown below (in millions):

	Three Months Ended July 1, 2017			
	Seating	E-Systems	Other	Consolidated
Revenues from external customers	$4,025.1	$ 1,098.1	$ —	$ 5,123.2
Segment earnings [1]	322.7	156.3	(69.9)	409.1
Depreciation and amortization	71.5	29.4	3.7	104.6
Capital expenditures	94.7	54.0	4.5	153.2
Total assets	7,397.7	1,880.8	1,958.7	11,237.2
	Three Months Ended July 2, 2016			
	Seating	E-Systems	Other	Consolidated
Revenues from external customers	$3,640.4	$ 1,084.4	$ —	$ 4,724.8
Segment earnings [1]	287.7	151.4	(66.3)	372.8
Depreciation and amortization	64.6	26.9	3.0	94.5
Capital expenditures	61.9	24.4	7.3	93.6
Total assets	6,224.2	1,691.4	2,224.9	10,140.5
	Six Months Ended July 1, 2017			
	Seating	E-Systems	Other	Consolidated
Revenues from external customers	$7,893.1	$ 2,228.6	$ —	$ 10,121.7
Segment earnings [1]	643.0	321.2	(138.4)	825.8
Depreciation and amortization	136.5	57.7	7.3	201.5
Capital expenditures	177.4	83.5	13.1	274.0
Total assets	7,397.7	1,880.8	1,958.7	11,237.2
	Six Months Ended July 2, 2016			
	Seating	E-Systems	Other	Consolidated
Revenues from external customers	$7,242.4	$ 2,145.3	$ —	$ 9,387.7
Segment earnings [1]	579.3	301.2	(134.2)	746.3
Depreciation and amortization	125.9	53.0	5.8	184.7
Capital expenditures	124.3	44.6	12.8	181.7
Total assets	6,224.2	1,691.4	2,224.9	10,140.5

[1] See definition above.

For the three months ended July 1, 2017, segment earnings include restructuring charges of $9.6 million, $1.9 million and $11.6 million in the seating and E-Systems segments and in the other category, respectively. For the six months ended July 1, 2017, segment earnings include restructuring charges of $16.3 million, $3.6 million and $11.7 million in the seating and E-Systems segments and in the other category, respectively (Note 3, "Restructuring").

For the three months ended July 2, 2016, segment earnings include restructuring charges of $17.3 million, $7.7 million and $1.1 million in the seating and E-Systems segments and in the other category, respectively. For the six months ended July 2, 2016, segment earnings include restructuring charges of $23.0 million, $10.6 million and $2.7 million in the seating and E-Systems segments and in the other category, respectively (Note 3, "Restructuring").

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A reconciliation of segment earnings to consolidated income before provision for income taxes and equity in net income of affiliates is shown below (in millions):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Segment earnings	$ 409.1	$ 372.8	$825.8	$746.3
Interest expense	21.4	20.3	42.2	41.4
Other (income) expense, net	5.8	(23.5)	9.5	(15.0)
Consolidated income before provision for income taxes and equity in net income of affiliates	$ 381.9	$ 376.0	$774.1	$719.9

(16) Financial Instruments

Debt Instruments

The carrying values of the Company’s debt instruments vary from their fair values. The fair values were determined by reference to the quoted market prices of these securities (Level 2 input based on the GAAP fair value hierarchy). The estimated fair value, as well as the carrying value, of the Company's debt instruments are shown below (in millions):

	July 1, 2017	December 31, 2016
Estimated aggregate fair value	$2,000.9	$2,004.8
Aggregate carrying value [(1)]	1,928.1	1,943.7

[(1)] Credit agreement and senior notes, excluding the impact of unamortized debt issuance costs.

Accounts Receivable Factoring

One of the Company's European subsidiaries has an uncommitted factoring agreement, which provides for aggregate purchases of specified customer accounts of up to €200 million. As of July 1, 2017, there were no factored receivables outstanding. The Company cannot provide any assurances that this factoring facility will be available or utilized in the future.

Marketable Equity Securities

Included in other current assets in the accompanying condensed consolidated balance sheets as of July 1, 2017 and December 31, 2016, are $37.8 million and $30.2 million, respectively, of marketable equity securities, which the Company accounts for under the fair value option. Accordingly, unrealized gains and losses arising from changes in the fair value of the marketable equity securities are recognized in the accompanying condensed consolidated statement of income as a component of other expense, net. The fair value of the marketable equity securities is determined by reference to quoted market prices in active markets (Level 1 input based on the GAAP fair value hierarchy).

Derivative Instruments and Hedging Activities

The Company has used derivative financial instruments, including forwards, futures, options, swaps and other derivative contracts to reduce the effects of fluctuations in foreign exchange rates and interest rates and the resulting variability of the Company’s operating results. The Company is not a party to leveraged derivatives. The Company’s derivative financial instruments are subject to master netting arrangements that provide for the net settlement of contracts, by counterparty, in the event of default or termination. On the date that a derivative contract for a hedging instrument is entered into, the Company designates the derivative as either (1) a hedge of the exposure to changes in the fair value of a recognized asset or liability or of an unrecognized firm commitment (a fair value hedge), (2) a hedge of the exposure of a forecasted transaction or of the variability in the cash flows of a recognized asset or liability (a cash flow hedge), (3) a hedge of a net investment in a foreign operation (a net investment hedge) or (4) a

contract not designated as a hedging instrument.

For a fair value hedge, both the effective and ineffective portions of the change in the fair value of the derivative are recorded in earnings and reflected in the condensed consolidated statement of income on the same line as the gain or loss on the hedged item attributable to the hedged risk. For a cash flow hedge, the effective portion of the change in the fair value of the derivative is recorded in accumulated other comprehensive loss in the condensed consolidated balance sheet. When the underlying hedged transaction is realized, the gain or loss included in accumulated other comprehensive loss is recorded in earnings and reflected

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in the condensed consolidated statement of income on the same line as the gain or loss on the hedged item attributable to the hedged risk. For a net investment hedge, the effective portion of the change in the fair value of the derivative is recorded in cumulative translation adjustment, which is a component of accumulated other comprehensive loss in the condensed consolidated balance sheet. In addition, changes in the fair value of contracts not designated as hedging instruments and the ineffective portion of both cash flow and net investment hedges are recorded in earnings and reflected in the condensed consolidated statement of income as other expense, net.

Foreign Exchange

The Company uses forwards, swaps and other derivative contracts to reduce the effects of fluctuations in foreign exchange rates on known foreign currency exposures. Gains and losses on the derivative instruments are intended to offset gains and losses on the hedged transaction in an effort to reduce exposure to fluctuations in foreign exchange rates. The principal currencies hedged by the Company include the Mexican peso, various European currencies, the Thai baht, the Japanese yen, the Canadian dollar and the Philippine peso.

The notional amount, estimated fair value and related balance sheet classification of the Company's foreign currency derivative contracts are shown below (in millions, except for maturities):

	July 1, 2017	December 31, 2016
Fair value of foreign currency contracts designated as cash flow hedges:		
Other current assets	$29.9	$ 11.2
Other long-term assets	12.8	0.5
Other current liabilities	(12.8)	(58.3)
Other long-term liabilities	(1.1)	(9.9)
	28.8	(56.5)
Notional amount	$1,207.5	$ 1,275.0
Outstanding maturities in months, not to exceed	24	24
Fair value of foreign currency contracts not designated as hedging instruments:		
Other current assets	$7.3	$ 5.9
Other current liabilities	(4.1)	(3.8)
	3.2	2.1
Notional amount	$1,208.8	$ 681.2
Outstanding maturities in months, not to exceed	12	12
Total fair value	$32.0	$ (54.4)
Total notional amount	$2,416.3	$ 1,956.2

Foreign currency derivative contracts not designated as hedging instruments consist principally of hedges of cash transactions, intercompany loans and certain other balance sheet exposures.

Interest Rate Swaps

The Company has entered into forward starting interest rate swaps to partially hedge the risk of changes in interest payments attributable to increases in the benchmark interest rate.

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The notional amount, estimated fair value and related balance sheet classification of the Company's interest rate swap contracts are shown below (in millions, except for maturities):

	July 1, 2017
Fair value of interest rate swap contracts designated as cash flow hedges:	
Other current assets	$5.5
Notional amount	$375.0
Outstanding maturities in months, not to exceed	5

Accumulated Other Comprehensive Loss - Derivative Instruments and Hedging

Pretax amounts related to foreign currency and interest rate swap derivative contracts designated as cash flow hedges that were recognized in and reclassified from accumulated other comprehensive loss are shown below (in millions):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Gains (losses) recognized in accumulated other comprehensive loss:				
Foreign currency contracts	$15.5	$(39.2)	$73.6	$(54.9)
Interest rate swap contracts	5.5	—	5.5	—
	21.0	(39.2)	79.1	(54.9)
Foreign currency contract (gains) losses reclassified from accumulated other comprehensive loss to:				
Net sales	0.5	1.1	0.6	1.4
Cost of sales	(0.6)	20.2	11.1	38.4
	(0.1)	21.3	11.7	39.8
Comprehensive income (loss)	$20.9	$(17.9)	$90.8	$(15.1)

As of July 1, 2017 and December 31, 2016, pretax net gains (losses) of approximately $34.4 million and ($56.5) million, respectively, related to the Company’s derivative instruments and hedging activities were recorded in accumulated other comprehensive loss. During the next twelve month period, the Company expects to reclassify into earnings net gains of approximately $17.5 million recorded in accumulated other comprehensive loss as of July 1, 2017. Such gains will be reclassified at the time that the underlying hedged transactions are realized.

During the three and six months ended July 1, 2017 and July 2, 2016, amounts recognized in the accompanying condensed consolidated statements of comprehensive income related to changes in the fair value of cash flow and fair value hedges excluded from the Company’s effectiveness assessments and the ineffective portion of changes in the fair value of cash flow and fair value hedges were not material.

Fair Value Measurements

GAAP provides that fair value is an exit price, defined as a market-based measurement that represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value measurements are based on one or more of the following three valuation techniques:

Market: This approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Income: This approach uses valuation techniques to convert future amounts to a single present value amount based on current market expectations.

Cost:	This approach is based on the amount that would be required to replace the service capacity of an asset (replacement cost).

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Further, GAAP prioritizes the inputs and assumptions used in the valuation techniques described above into a three-tier fair value hierarchy as follows:

Level 1: Observable inputs, such as quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2: Inputs, other than quoted market prices included in Level 1, that are observable either directly or indirectly for the asset or liability.

Level 3: Unobservable inputs that reflect the entity's own assumptions about the exit price of the asset or liability. Unobservable inputs may be used if there is little or no market data for the asset or liability at the measurement date.

The Company discloses fair value measurements and the related valuation techniques and fair value hierarchy level for its assets and liabilities that are measured or disclosed at fair value.

Items Measured at Fair Value on a Recurring Basis

Fair value measurements and the related valuation techniques and fair value hierarchy level for the Company's assets and liabilities measured at fair value on a recurring basis as of July 1, 2017 and December 31, 2016, are shown below (in millions):

	July 1, 2017					
	Frequency	Asset (Liability)	Valuation Technique	Level 1	Level 2	Level 3
Foreign currency contracts, net	Recurring	$ 32.0	Market/ Income	$ —	$ 32.0	$ —
Interest rate swap contracts, net	Recurring	$ 5.5	Market/ Income	$ —	$ 5.5	$ —
Marketable equity securities	Recurring	$ 37.8	Market	$ 37.8	$ —	$ —

	December 31, 2016					
	Frequency	Asset (Liability)	Valuation Technique	Level 1	Level 2	Level 3
Foreign currency contracts, net	Recurring	$ (54.4)	Market/ Income	$ —	$(54.4)	$ —
Marketable equity securities	Recurring	$ 30.2	Market	$ 30.2	$—	$ —

The Company determines the fair value of its derivative contracts using quoted market prices to calculate the forward values and then discounts such forward values to the present value. The discount rates used are based on quoted bank deposit or swap interest rates. If a derivative contract is in a net liability position, the Company adjusts these discount rates, if required, by an estimate of the credit spread that would be applied by market participants purchasing these contracts from the Company's counterparties. If an estimate of the credit spread is required, the Company uses significant assumptions and factors other than quoted market rates, which would result in the classification of its derivative liabilities within Level 3 of the fair value hierarchy. As of July 1, 2017 and December 31, 2016, there were no derivative contracts that were classified within Level 3 of the fair value hierarchy. In addition, there were no transfers in or out of Level 3 of the fair value hierarchy in 2017.

Items Measured at Fair Value on a Non-Recurring Basis

The Company measures certain assets and liabilities at fair value on a non-recurring basis, which are not included in the table above. As these non-recurring fair value measurements are generally determined using unobservable inputs, these fair value measurements are classified within Level 3 of the fair value hierarchy.

As a result of the 2017 acquisition of Antolin Seating, Level 3 fair value estimates of $83.6 million related to property, plant and equipment and $120.2 million related to intangible assets are recorded in the accompanying condensed

consolidated balance sheets as of July 1, 2017.
As a result of the 2016 acquisition of AccuMED, Level 3 fair value estimates of $12.7 million and $13.9 million related to property, plant and equipment are recorded in the accompanying condensed consolidated balance sheets as of July 1, 2017 and

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December 31, 2016, respectively. Level 3 fair value estimates of $53.0 million related to intangible assets are recorded in the accompanying condensed consolidated balance sheets as of July 1, 2017 and December 31, 2016.
Fair value estimates of property, plant and equipment were based on independent appraisals, giving consideration to the highest and best use of the assets. Key assumptions used in the appraisals were based on a combination of market and cost approaches, as appropriate. Fair value estimates of customer-based intangible assets were based on the present value of future earnings attributable to the asset group after recognition of required returns to other contributory assets.
For further information on assets and liabilities measured at fair value on a non-recurring basis, see Note 2, “Acquisitions.”
As of July 1, 2017, there were no additional significant assets or liabilities measured at fair value on a non-recurring basis.

(17) Accounting Pronouncements
The Company has considered the ASUs issued by the Financial Accounting Standards Board ("FASB") summarized below, which could significantly impact its financial statements:

Standards Pending Adoption	Description	Effective Date	Anticipated Impact
ASU 2014-09, Revenue from Contracts with Customers [1]	The standard replaces existing revenue recognition guidance and requires additional financial statement disclosures. The provisions of these updates may be applied through either a full retrospective or a modified retrospective approach.	January 1, 2018	The Company is finalizing its review of the impact of adopting this standard and is developing and executing a comprehensive implementation plan. Reviews of a significant portion of commercial contracts have been completed and changes to processes and internal controls are being identified to meet the standard’s reporting and disclosure requirements. At this time, the Company does not believe that this standard will have a material effect on its revenues, results of operations or financial position. The Company expects to make additional disclosures related to the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers as required by the new standard. The Company currently plans to adopt the new standard using the modified retrospective approach; however, a final decision regarding the adoption method has not been made at this time.
ASU 2016-02, Leases	The standard requires that a lessee recognize on its balance sheet right-of-use assets and corresponding liabilities resulting from leasing transactions, as well as additional financial statement disclosures. Currently, GAAP only requires balance sheet recognition for leases classified as capital leases. The provisions	January 1, 2019	The Company is currently evaluating the impact of this update. For additional information on the Company’s operating lease commitments, see Note 11, "Commitments and Contingencies," to the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016.

	of this update apply to substantially all leased assets, with certain permitted exceptions, and must be adopted using a modified retrospective approach.		
ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost	The standard was issued to address the net presentation of the components of net benefit cost. It requires the classification of service cost in the same line item as other current employee compensation costs. It also requires the presentation of the remaining components of net benefit cost in a separate line item outside any subtotal for income from operations.	January 1, 2018	The update will result in the retrospective reclassification of the non-service cost components of net benefit cost from cost of sales and selling, general and administrative expenses to other expense, net. There will be no impact on consolidated net income.

(1) Along with four subsequent ASUs amending and clarifying ASU 2014-09:
ASU 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date"
ASU 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)"
ASU 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing"
ASU 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients"

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In addition to the adoption of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting," discussed in Note 11, "Income Taxes," the Company adopted the ASUs summarized below in 2017. The effects of adopting the ASUs listed below did not significantly impact the Company's financial statements:

Standard	Description	Effective Date
ASU 2015-11, Simplifying the Measurement of Inventory	The standard requires the measurement of inventory at the lower of cost or net realizable value rather than at the lower of cost or market.	January 1, 2017
ASU 2016-05, Effects of Derivative Contract Novations on Existing Hedge Accounting Relationships and ASU 2016-06, Contingent Put and Call Options in Debt Instruments.	The standards provide clarification when there is a change in a counterparty to a derivative hedging instrument and the steps required when assessing the economic characteristics of embedded put or call options.	January 1, 2017
ASU 2016-07, Simplifying the Transition to Equity Method of Accounting	The standard eliminates the requirement to retroactively apply the equity method of accounting as a result of an increase in the level of ownership or degree of influence.	January 1, 2017
ASU 2016-17, Interests Held through Related Parties that Are under Common Control	The standard changes the evaluation of whether a reporting entity is the primary beneficiary of a variable interest entity in certain instances involving entities under common control.	January 1, 2017

The Company has considered the recent ASUs summarized below, none of which are expected to significantly impact its financial statements:

Standard	Description	Effective Date
ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities	The standard requires equity investments and other ownership interests in unconsolidated entities (other than those accounted for using the equity method of accounting) to be measured at fair value through earnings. A practicability exception exists for equity investments without readily determinable fair values.	January 1, 2018
ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments	The standard addresses the classification of cash flows related to various transactions, including debt prepayment and extinguishment costs, contingent consideration and proceeds from insurance claims.	January 1, 2018
ASU 2016-16, Income Taxes - Intra-Entity Transfers of Assets Other than Inventory	The standard requires the recognition of the income tax effects of intercompany sales and transfers (other than inventory) when the sales and transfers occur.	January 1, 2018
ASU 2016-18, Restricted Cash	The standard provides guidance on the presentation of restricted cash on the statement of cash flows.	January 1, 2018
ASU 2017-01, Clarifying the Definition of a Business	The standard provides a new framework to use when determining if a set of assets and activities is a business.	January 1, 2018
ASU 2017-05, Gains and Losses from the Derecognition of Nonfinancial Assets	The standard provides guidance for recognizing gains and losses on nonfinancial assets (including land, buildings and intangible assets) to noncustomers. Adoption must coincide with ASU 2014-09.	January 1, 2018
ASU 2017-09, Stock Compensation - Scope of	The standard provides guidance intended to reduce diversity in practice when accounting for a modification to the terms and conditions of a	January 1, 2018

Modification Accounting	share-based payment award.	
ASU 2016-13, Measurement of Credit Losses on Financial Instruments	The standard changes the impairment model for most financial instruments to an "expected loss" model. The new model will generally result in earlier recognition of credit losses.	January 1, 2020
ASU 2017-04, Simplifying the Test for Goodwill Impairment	The standard simplifies the accounting for goodwill impairments and allows a goodwill impairment charge to be based on the amount of a reporting unit's carrying value in excess of its fair value. This eliminates the requirement to calculate the implied fair value of goodwill or what is known as "Step 2" under the current guidance.	January 1, 2020

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(18) Supplemental Guarantor Condensed Consolidating Financial Statements

	July 1, 2017				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$352.7	$ 0.3	$ 813.7	$ —	$ 1,166.7
Accounts receivable	398.7	268.3	2,690.7	—	3,357.7
Inventories	58.7	387.8	680.9	—	1,127.4
Intercompany accounts	70.2	159.8	—	(230.0)	—
Other	132.8	25.8	531.5	—	690.1
Total current assets	1,013.1	842.0	4,716.8	(230.0)	6,341.9
LONG-TERM ASSETS:					
Property, plant and equipment, net	317.5	326.6	1,622.6	—	2,266.7
Goodwill	172.1	519.9	580.1	—	1,272.1
Investments in subsidiaries	4,609.7	1,801.5	—	(6,411.2)	—
Intercompany loans receivable	1,000.9	1,142.8	107.6	(2,251.3)	—
Other	509.5	132.9	738.1	(24.0)	1,356.5
Total long-term assets	6,609.7	3,923.7	3,048.4	(8,686.5)	4,895.3
Total assets	$7,622.8	$ 4,765.7	$ 7,765.2	$ (8,916.5)	$ 11,237.2
LIABILITIES AND EQUITY					
CURRENT LIABILITIES:					
Short-term borrowings	$—	$ —	$ 3.9	$ —	$ 3.9
Accounts payable and drafts	391.8	568.7	2,242.4	—	3,202.9
Accrued liabilities	321.5	131.8	1,240.2	—	1,693.5
Intercompany accounts	—	—	230.0	(230.0)	—
Current portion of long-term debt	40.6	—	1.4	—	42.0
Total current liabilities	753.9	700.5	3,717.9	(230.0)	4,942.3
LONG-TERM LIABILITIES:					
Long-term debt	1,873.0	—	4.1	—	1,877.1
Intercompany loans payable	1,105.1	63.7	1,082.5	(2,251.3)	—
Other	268.9	10.5	406.2	(24.0)	661.6
Total long-term liabilities	3,247.0	74.2	1,492.8	(2,275.3)	2,538.7
EQUITY:					
Lear Corporation stockholders' equity	3,621.9	3,991.0	2,420.2	(6,411.2)	3,621.9
Noncontrolling interests	—	—	134.3	—	134.3
Equity	3,621.9	3,991.0	2,554.5	(6,411.2)	3,756.2
Total liabilities and equity	$7,622.8	$ 4,765.7	$ 7,765.2	$ (8,916.5)	$ 11,237.2

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(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

	December 31, 2016				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(In millions)				
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$480.4	$ 0.3	$ 790.9	$ —	$ 1,271.6
Accounts receivable	314.0	238.7	2,193.8	—	2,746.5
Inventories	67.9	364.7	588.0	—	1,020.6
Intercompany accounts	87.0	94.3	—	(181.3)	—
Other	119.4	15.3	475.9	—	610.6
Total current assets	1,068.7	713.3	4,048.6	(181.3)	5,649.3
LONG-TERM ASSETS:					
Property, plant and equipment, net	309.4	313.4	1,396.5	—	2,019.3
Goodwill	172.1	519.9	429.3	—	1,121.3
Investments in subsidiaries	4,002.3	1,037.6	—	(5,039.9)	—
Intercompany loans receivable	308.9	1,206.9	91.1	(1,606.9)	—
Other	456.6	146.8	525.1	(17.8)	1,110.7
Total long-term assets	5,249.3	3,224.6	2,442.0	(6,664.6)	4,251.3
Total assets	$6,318.0	$ 3,937.9	$ 6,490.6	$ (6,845.9)	$ 9,900.6
LIABILITIES AND EQUITY					
CURRENT LIABILITIES:					
Short-term borrowings	$—	$ —	$ 8.6	$ —	$ 8.6
Accounts payable and drafts	328.8	460.1	1,851.6	—	2,640.5
Accrued liabilities	228.6	197.5	1,071.5	—	1,497.6
Intercompany accounts	—	—	181.3	(181.3)	—
Current portion of long-term debt	34.4	—	1.2	—	35.6
Total current liabilities	591.8	657.6	3,114.2	(181.3)	4,182.3
LONG-TERM LIABILITIES:					
Long-term debt	1,893.5	—	4.5	—	1,898.0
Intercompany loans payable	504.9	48.7	1,053.3	(1,606.9)	—
Other	270.6	13.2	361.4	(17.8)	627.4
Total long-term liabilities	2,669.0	61.9	1,419.2	(1,624.7)	2,525.4
EQUITY:					
Lear Corporation stockholders' equity	3,057.2	3,218.4	1,821.5	(5,039.9)	3,057.2
Noncontrolling interests	—	—	135.7	—	135.7
Equity	3,057.2	3,218.4	1,957.2	(5,039.9)	3,192.9
Total liabilities and equity	$6,318.0	$ 3,937.9	$ 6,490.6	$ (6,845.9)	$ 9,900.6

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

	Three Months Ended July 1, 2017				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net sales	$882.3	$1,318.8	$4,445.0	$(1,522.9)	$5,123.2
Cost of sales	889.0	1,126.9	4,052.4	(1,522.9)	4,545.4
Selling, general and administrative expenses	78.5	7.3	71.4	—	157.2
Intercompany operating (income) expense, net	(76.6)	67.1	9.5	—	—
Amortization of intangible assets	1.9	4.0	5.6	—	11.5
Interest expense	23.7	(0.8)	(1.5)	—	21.4
Other expense, net	1.8	0.6	3.4	—	5.8
Consolidated income (loss) before income taxes and equity in net income of affiliates and subsidiaries	(36.0)	113.7	304.2	—	381.9
Provision for income taxes	(10.4)	36.1	47.6	—	73.3
Equity in net income of affiliates	(1.4)	—	(17.0)	—	(18.4)
Equity in net income of subsidiaries	(336.1)	(181.2)	—	517.3	—
Consolidated net income	311.9	258.8	273.6	(517.3)	327.0
Less: Net income attributable to noncontrolling interests	—	—	15.1	—	15.1
Net income attributable to Lear	$311.9	$258.8	$258.5	$(517.3)	$311.9
Consolidated comprehensive income	$433.7	$289.4	$372.8	$(644.9)	$451.0
Less: Comprehensive income attributable to noncontrolling interests	—	—	17.3	—	17.3
Comprehensive income attributable to Lear	$433.7	$289.4	$355.5	$(644.9)	$433.7

	Three Months Ended July 2, 2016				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net sales	$921.2	$1,265.5	$3,883.5	$(1,345.4)	$4,724.8
Cost of sales	910.5	1,079.7	3,539.6	(1,345.4)	4,184.4
Selling, general and administrative expenses	81.0	2.1	71.2	—	154.3
Intercompany operating (income) expense, net	(87.2)	57.7	29.5	—	—
Amortization of intangible assets	2.0	4.0	7.3	—	13.3
Interest expense	23.1	(0.9)	(1.9)	—	20.3
Other (income) expense, net	9.5	0.2	(33.2)	—	(23.5)
Consolidated income (loss) before income taxes and equity in net income of affiliates and subsidiaries	(17.7)	122.7	271.0	—	376.0
Provision for income taxes	(7.1)	41.8	66.3	—	101.0
Equity in net income of affiliates	(1.1)	—	(18.4)	—	(19.5)
Equity in net income of subsidiaries	(291.9)	(161.0)	—	452.9	—
Consolidated net income	282.4	241.9	223.1	(452.9)	294.5
Less: Net income attributable to noncontrolling interests	—	—	12.1	—	12.1
Net income attributable to Lear	$282.4	$241.9	$211.0	$(452.9)	$282.4

Consolidated comprehensive income	$229.2	$230.5	$178.4	$(399.6)	$238.5
Less: Comprehensive income attributable to noncontrolling interests	—	—	9.3	—	9.3
Comprehensive income attributable to Lear	$229.2	$230.5	$169.1	$(399.6)	$229.2

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LEAR CORPORATION AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

	Six Months Ended July 1, 2017				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net sales	$1,794.6	$2,598.6	$8,699.9	$(2,971.4)	$10,121.7
Cost of sales	1,803.5	2,209.1	7,920.2	(2,971.4)	8,961.4
Selling, general and administrative expenses	151.9	15.2	145.8	—	312.9
Intercompany operating (income) expense, net	(191.2)	138.5	52.7	—	—
Amortization of intangible assets	3.8	8.0	9.8	—	21.6
Interest expense	47.2	(2.0)	(3.0)	—	42.2
Other (income) expense, net	(4.4)	(2.2)	16.1	—	9.5
Consolidated income (loss) before income taxes and equity in net income of affiliates and subsidiaries	(16.2)	232.0	558.3	—	774.1
Provision for income taxes	(16.7)	74.5	104.6	—	162.4
Equity in net income of affiliates	(2.0)	—	(31.8)	—	(33.8)
Equity in net income of subsidiaries	(615.2)	(329.8)	—	945.0	—
Consolidated net income	617.7	487.3	485.5	(945.0)	645.5
Less: Net income attributable to noncontrolling interests	—	—	27.8	—	27.8
Net income attributable to Lear	$617.7	$487.3	$457.7	$(945.0)	$617.7
Consolidated comprehensive income	$842.0	$565.6	$640.4	$(1,174.9)	$873.1
Less: Comprehensive income attributable to noncontrolling interests	—	—	31.1	—	31.1
Comprehensive income attributable to Lear	$842.0	$565.6	$609.3	$(1,174.9)	$842.0

	Six Months Ended July 2, 2016				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net sales	$1,847.8	$2,482.9	$7,724.7	$(2,667.7)	$9,387.7
Cost of sales	1,833.0	2,113.2	7,033.1	(2,667.7)	8,311.6
Selling, general and administrative expenses	157.4	4.5	141.4	—	303.3
Intercompany operating (income) expense, net	(203.0)	118.1	84.9	—	—
Amortization of intangible assets	3.9	8.0	14.6	—	26.5
Interest expense	46.1	(1.7)	(3.0)	—	41.4
Other (income) expense, net	20.0	(0.4)	(34.6)	—	(15.0)
Consolidated income (loss) before income taxes and equity in net income of affiliates and subsidiaries	(9.6)	241.2	488.3	—	719.9
Provision for income taxes	(3.6)	89.5	113.3	—	199.2
Equity in net income of affiliates	(1.5)	—	(34.8)	—	(36.3)
Equity in net income of subsidiaries	(535.3)	(297.1)	—	832.4	—
Consolidated net income	530.8	448.8	409.8	(832.4)	557.0
Less: Net income attributable to noncontrolling interests	—	—	26.2	—	26.2
Net income attributable to Lear	$530.8	$448.8	$383.6	$(832.4)	$530.8

Consolidated comprehensive income	$547.1	$445.1	$426.7	$(848.2)	$570.7
Less: Comprehensive income attributable to noncontrolling interests	—	—	23.6	—	23.6
Comprehensive income attributable to Lear	$547.1	$445.1	$403.1	$(848.2)	$547.1

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

	Six Months Ended July 1, 2017				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net Cash Provided by Operating Activities	$143.0	$ 246.0	$ 520.8	$ (64.5)	$ 845.3
Cash Flows from Investing Activities:					
Additions to property, plant and equipment	(34.6)	(67.1)	(172.3)	—	(274.0)
Acquisition	—	—	(286.8)	—	(286.8)
Intercompany transactions	(463.1)	64.1	(16.5)	415.5	—
Other, net	(4.3)	0.6	(1.8)	—	(5.5)
Net cash provided by (used in) investing activities	(502.0)	(2.4)	(477.4)	415.5	(566.3)
Cash Flows from Financing Activities:					
Credit agreement repayments	(15.6)	—	—	—	(15.6)
Short-term borrowings, net	—	—	(4.9)	—	(4.9)
Repurchase of common stock	(239.7)	—	—	—	(239.7)
Dividends paid to Lear Corporation stockholders	(70.7)	—	—	—	(70.7)
Dividends paid to noncontrolling interests	—	—	(27.7)	—	(27.7)
Intercompany transactions	600.2	(243.6)	(5.6)	(351.0)	—
Other, net	(42.9)	—	(15.4)	—	(58.3)
Net cash provided by (used in) financing activities	231.3	(243.6)	(53.6)	(351.0)	(416.9)
Effect of foreign currency translation	—	—	33.0	—	33.0
Net Change in Cash and Cash Equivalents	(127.7)	—	22.8	—	(104.9)
Cash and Cash Equivalents as of Beginning of Period	480.4	0.3	790.9	—	1,271.6
Cash and Cash Equivalents as of End of Period	$352.7	$ 0.3	$ 813.7	$ —	$ 1,166.7

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LEAR CORPORATION AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

	Six Months Ended July 2, 2016				
	Lear	Guarantors	Non-guarantors	Eliminations	Consolidated
	(Unaudited; in millions)				
Net Cash Provided by Operating Activities	$129.1	$ 218.1	$ 481.0	$ (10.6)	$ 817.6
Cash Flows from Investing Activities:					
Additions to property, plant and equipment	(31.6)	(36.7)	(113.4)	—	(181.7)
Intercompany transactions	88.2	34.9	(24.0)	(99.1)	—
Other, net	(4.0)	0.6	53.9	—	50.5
Net cash provided by (used in) investing activities	52.6	(1.2)	(83.5)	(99.1)	(131.2)
Cash Flows from Financing Activities:					
Credit agreement repayments	(9.4)	—	—	—	(9.4)
Short-term borrowings, net	—	—	5.2	—	5.2
Repurchase of common stock	(367.1)	—	—	—	(367.1)
Dividends paid to Lear Corporation stockholders	(47.0)	—	—	—	(47.0)
Dividends paid to noncontrolling interests	—	—	(14.3)	—	(14.3)
Intercompany transactions	286.6	(217.1)	(179.2)	109.7	—
Other, net	(50.7)	—	(0.6)	—	(51.3)
Net cash provided by (used in) financing activities	(187.6)	(217.1)	(188.9)	109.7	(483.9)
Effect of foreign currency translation	—	—	(4.4)	—	(4.4)
Net Change in Cash and Cash Equivalents	(5.9)	(0.2)	204.2	—	198.1
Cash and Cash Equivalents as of Beginning of Period	526.4	0.3	669.9	—	1,196.6
Cash and Cash Equivalents as of End of Period	$520.5	$ 0.1	$ 874.1	$ —	$ 1,394.7

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LEAR CORPORATION AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

(18) Supplemental Guarantor Condensed Consolidating Financial Statements (continued)

Basis of Presentation

Certain of the Company’s domestic 100% owned subsidiaries (the "Guarantors") have fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis, the performance and the full and punctual payment when due, whether at stated maturity, by acceleration or otherwise, of the Company’s obligations under the Credit Agreement and the indentures governing the Notes, including the Company’s obligations to pay principal, premium, if any, and interest with respect to the Notes. The Notes consist of $500.0 million in aggregate principal amount of 4.75% senior unsecured notes due 2023, $325.0 million in aggregate principal amount of 5.375% senior unsecured notes due 2024 and $650.0 million in aggregate principal amount 5.25% senior unsecured notes due 2025.

The Guarantors include Lear Corporation EEDS and Interiors and Lear Mexican Seating Corporation. In 2016, Guilford Mills, LLC and Lear Operations Corporation (previously guarantors) merged into Lear, and Eagle Ottawa North America, LLC was released as a guarantor. In lieu of providing separate financial statements for the Guarantors, the Company has included the supplemental guarantor consolidating financial statements above. These financial statements reflect the Guarantors listed above for all periods presented. Management does not believe that separate financial statements of the Guarantors are material to investors. Therefore, separate financial statements and other disclosures concerning the Guarantors are not presented.

The 2016 supplemental guarantor condensed consolidating financial statements have been restated to reflect changes in the Guarantor entities, as well as certain changes to the equity investments of the Guarantors.

Distributions

There are no significant restrictions on the ability of the Guarantors to make distributions to the Company.

Selling, General and Administrative Expenses

Corporate and division selling, general and administrative expenses are allocated to the operating subsidiaries based on various factors, which estimate usage of particular corporate and division functions, and in certain instances, other relevant factors, such as the revenues or the number of employees of the Company’s subsidiaries. During the three months ended July 1, 2017 and July 2, 2016, $22.5 million and $21.8 million, respectively, of selling, general and administrative expenses were allocated from Lear. During the six months ended July 1, 2017 and July 2, 2016, $44.7 million and $42.4 million, respectively, of selling, general and administrative expenses were allocated from Lear.

Long-Term Debt of Lear and the Guarantors

A summary of long-term debt of Lear and the Guarantors on a combined basis is shown below (in millions):

	July 1, 2017	December 31, 2016
Credit agreement	$451.8	$ 467.1
Senior notes	1,461.8	1,460.8
	1,913.6	1,927.9
Less — Current portion	(40.6)	(34.4)
Long-term debt	$1,873.0	$ 1,893.5

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ITEM 2 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Executive Overview

We are a leading Tier 1 supplier to the global automotive industry. We supply seating, electrical distribution systems and electronic modules, as well as related sub-systems, components and software, to all of the world's major automotive manufacturers.

We use our product, design and technological expertise, global reach and competitive manufacturing footprint to achieve our financial goals and objectives of continuing to deliver profitable growth (balancing risks and returns), maintaining a strong balance sheet with investment grade credit metrics and consistently returning excess cash to our shareholders.

Our seating business consists of the design, development, engineering, just-in-time assembly and delivery of complete seat systems, as well as the design, development, engineering and manufacture of all major seat components, including seat covers and surface materials such as leather and fabric, seat structures and mechanisms, seat foam and headrests. Further, we have capabilities in active sensing and comfort for seats, utilizing electronically controlled sensor and adjustment systems and internally developed algorithms. Our E-Systems business consists of the design, development, engineering and manufacture of complete electrical distribution systems that route electrical signals and manage electrical power within the vehicle for traditional vehicle architectures, as well as high power and hybrid electric systems. Key components in the electrical distribution system include wiring harnesses, terminals and connectors and junction boxes, including components for high power and hybrid electric systems. We also design, develop, engineer and manufacture sophisticated electronic control modules that facilitate signal, data and power management within the vehicle, as well as associated software. We have added capabilities in wireless communication modules and cybersecurity that securely process various signals to, from and within the vehicle, as well as capabilities to provide roadside modules that communicate real-time traffic information to vehicles in the area.

We serve all of the world's major automotive manufacturers across both our seating and E-Systems businesses. It is common to have both seating and electrical content on the same and multiple vehicle platforms with a single customer. Our businesses benefit globally from leveraging common operating standards and disciplines, including world-class development and manufacturing processes, as well as common customer support and regional infrastructures. Our core capabilities are shared across component categories, including high-precision manufacturing and assembly with short lead times, management of complex supply chains, global engineering and program management skills and a unique customer-focused culture. Our businesses utilize proprietary, industry-specific processes and standards, leverage common low-cost engineering centers and share centralized operating support functions, such as logistics, supply chain management, quality and health and safety, as well as all major administrative functions.

Industry Overview

Our sales are driven by the number of vehicles produced by the automotive manufacturers, which is ultimately dependent on consumer demand for automotive vehicles and our content per vehicle. Global automotive industry production volumes in the first half of 2017, as compared to the first half of 2016, are shown below (in millions of units):

	Six Months Ended		
	July 1, 2017	July 2, 2016	% Change
North America	9.0	9.1	(1)%
Europe and Africa	12.0	11.8	1 %
Asia	23.2	22.4	4 %
South America	1.4	1.2	18 %
Other	0.8	0.7	19 %
Global light vehicle production	46.4	45.2	3 %

Automotive sales and production can be affected by the age of the vehicle fleet and related scrappage rates, labor relations issues, fuel prices, regulatory requirements, government initiatives, trade agreements, the availability and cost of credit, the availability of critical components needed to complete the production of vehicles, restructuring actions of our customers and suppliers, facility closures, changing consumer attitudes toward vehicle ownership and usage and other factors. Our operating results are also significantly impacted by the overall commercial success of the vehicle platforms for which we supply particular products, as well as the profitability of the products that we supply for these platforms. The loss of business with respect to any vehicle model for which we are a significant supplier, or a decrease in the production levels of any such models, could adversely affect our operating results. In addition, larger cars and light trucks, as well as vehicle platforms that offer more

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LEAR CORPORATION

features and functionality, such as luxury, sport utility and crossover vehicles, typically have more content and, therefore, tend to have a more significant impact on our operating results.

In the first six months of 2017 and 2016, our percentage of net sales by region is shown below:

	2017	2016
North America	40 %	41 %
Europe and Africa	39 %	40 %
Asia	18 %	17 %
South America	3 %	2 %
Total	100%	100%

Our ability to reduce the risks inherent in certain concentrations of business, and thereby maintain our financial performance in the future, will depend, in part, on our ability to continue to diversify our sales on a customer, product, platform and geographic basis to reflect the market overall.

Key trends that specifically affect our business include automotive manufacturers' utilization of global vehicle platforms, increasing demand for luxury and performance features, including increasing levels of electrical and electronic content, and China's emergence as the single largest major automotive market in the world. In addition, three major mega-trends have broadly emerged as major drivers of change and growth in the automotive industry: connectivity, safety and efficiency. These trends support shared mobility and long-term convergence to fully connected, fully autonomous and fully electric / highly efficient vehicles.

Our sales and marketing approach is based on addressing these trends, while our strategy focuses on the major imperatives for success as an automotive supplier: quality, service, cost and efficiency and innovation and technology. We have expanded key component and software capabilities through organic investment and acquisitions to ensure a full complement of the highest quality solutions for our customers. We have restructured, and continue to align, our manufacturing and engineering footprint to attain a leading competitive position globally. We have established or expanded our capabilities in new and growing markets, especially China, in support of our customers' growth and global platform initiatives. These initiatives have helped us achieve our financial goals overall, as well as a more balanced regional, customer and vehicle segment diversification in our business.

Our customers typically require us to reduce our prices over the life of a vehicle model and, at the same time, assume significant responsibility for the design, development and engineering of our products. Our financial performance is largely dependent on our ability to achieve product cost reductions through product design enhancement and supply chain management, as well as manufacturing efficiencies and restructuring actions. We also seek to enhance our financial performance by investing in product development, design capabilities and new product initiatives that respond to the needs of our customers and consumers. We continually evaluate operational and strategic alternatives to improve our business structure and align our business with the changing needs of our customers and major industry trends affecting our business.

Our material cost as a percentage of net sales was 65.2% in the first half of 2017, as compared to 65.4% in the first half of 2016. Raw material, energy and commodity costs can be volatile. We have developed and implemented strategies to mitigate the impact of higher raw material, energy and commodity costs, such as the selective in-sourcing of components, the continued consolidation of our supply base, longer-term purchase commitments and the selective expansion of low-cost country sourcing and engineering, as well as value engineering and product benchmarking. However, these strategies, together with commercial negotiations with our customers and suppliers, typically offset only a portion of the adverse impact. Certain of these strategies also may limit our opportunities in a declining commodity environment. In addition, the availability of raw materials, commodities and product components fluctuates from time to time due to factors outside of our control. If these costs increase or availability is restricted, it could have an adverse impact on our operating results in the foreseeable future. See "— Forward-Looking Statements" below and Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016.

Financial Measures

In evaluating our financial condition and operating performance, we focus primarily on earnings, operating margins, cash flows and return on invested capital. In addition to maintaining and expanding our business with our existing

customers in our more established markets, our expansion plans are focused primarily on emerging markets. Asia, in particular, continues to present significant growth opportunities, as major global automotive manufacturers implement production expansion plans and local automotive manufacturers aggressively expand their operations to meet increasing demand in this region. We currently have fifteen joint ventures with operations in Asia, as well as an additional joint venture in North America dedicated to serving Asian automotive manufacturers. We also have aggressively pursued this strategy by selectively increasing our vertical integration

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capabilities globally, as well as expanding our component manufacturing capacity in Asia, Brazil, Eastern Europe, Mexico and Northern Africa. Furthermore, we have expanded our low-cost engineering capabilities in India and the Philippines.

Our success in generating cash flow will depend, in part, on our ability to manage working capital effectively. Working capital can be significantly impacted by the timing of cash flows from sales and purchases. Historically, we generally have been successful in aligning our vendor payment terms with our customer payment terms. However, our ability to continue to do so may be impacted by adverse automotive industry conditions, changes to our customers' payment terms and the financial condition of our suppliers, as well as our financial condition. In addition, our cash flow is impacted by our ability to manage our inventory and capital spending effectively. We utilize return on invested capital as a measure of the efficiency with which our assets generate earnings. Improvements in our return on invested capital will depend on our ability to maintain an appropriate asset base for our business and to increase productivity and operating efficiency.

Acquisition

On April 28, 2017, we completed the acquisition of Grupo Antolin's automotive seating business ("Antolin Seating") for $292 million, net of cash acquired. Antolin Seating is headquartered in France with operations in five countries in Europe and North Africa. The Antolin Seating business is comprised of just-in-time seat assembly, as well as seat structures, mechanisms and seat covers.

Operational Restructuring

In the first half of 2017, we incurred pretax restructuring costs of approximately $32 million. Any future restructuring actions will depend upon market conditions, customer actions and other factors.

For further information, see Note 3, "Restructuring," to the condensed consolidated financial statements included in this Report.

Share Repurchase Program and Quarterly Cash Dividends

Since the first quarter of 2011, our Board of Directors has authorized $4.1 billion in share repurchases under our common stock share repurchase program. In the first half of 2017, we repurchased $254 million of shares and have a remaining repurchase authorization of $746 million, which will expire on December 31, 2019.

In the first and second quarters of 2017, our Board of Directors declared a quarterly cash dividend of $0.50 per share of common stock, reflecting a 67% increase over the quarterly cash dividend declared in 2016.

For further information regarding our common stock share repurchase program and our quarterly dividends, see "— Liquidity and Capital Resources — Capitalization" and Note 13, "Comprehensive Income and Equity," to the condensed consolidated financial statements included in this Report.

Other Matters

In the three and six months ended July 1, 2017, we recognized net tax benefits of $35 million and $54 million, respectively, related to the reversal of valuation allowances on the deferred tax assets of certain foreign subsidiaries, a change in the accounting for share-based compensation, restructuring charges and various other items.

In the three and six months ended July 2, 2016, we recognized net tax benefits of $7 million and $12 million, respectively, related to restructuring charges and various other items.

In June 2016, we amended the existing joint venture agreement of Beijing BAI Lear Automotive Systems Co., Ltd. ("Beijing BAI") to eliminate the substantive participating rights of our joint venture partner. In conjunction with the consolidation of Beijing BAI and the valuation of our prior equity investment in Beijing BAI at fair value, we recognized a gain of approximately $30 million.

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As discussed above, our results for the three and six months ended July 1, 2017 and July 2, 2016, reflect the following items (in millions):

	Three Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Costs related to restructuring actions, including manufacturing inefficiencies of $1 million in the six months ended July 1, 2017, and $2 million and $4 million in the three and six months ended July 2, 2016, respectively	$23	$ 28	$32	$ 40
Acquisition and other related costs	1	—	3	—
Acquisition-related inventory fair value adjustment	3	—	4	—
Gain related to affiliate	—	(30)		(30)
Tax benefit, net	(35)	(7)	(54)	(12)

For further information regarding these items, see Note 2, "Acquisitions," Note 3, "Restructuring," and Note 11, "Income Taxes," to the condensed consolidated financial statements included in this Report.

This Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," includes forward-looking statements that are subject to risks and uncertainties. For further information regarding other factors that have had, or may have in the future, a significant impact on our business, financial condition or results of operations, see "— Forward-Looking Statements" below and Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016.

RESULTS OF OPERATIONS

A summary of our operating results in millions of dollars and as a percentage of net sales is shown below:

	Three Months Ended				Six Months Ended			
	July 1, 2017		July 2, 2016		July 1, 2017		July 2, 2016	
Net sales								
Seating	$4,025.1	78.6 %	$3,640.4	77.0 %	$7,893.1	78.0 %	$7,242.4	77.1 %
E-Systems	1,098.1	21.4	1,084.4	23.0	2,228.6	22.0	2,145.3	22.9
Net sales	5,123.2	100.0	4,724.8	100.0	10,121.7	100.0	9,387.7	100.0
Cost of sales	4,545.4	88.7	4,184.4	88.6	8,961.4	88.5	8,311.6	88.5
Gross profit	577.8	11.3	540.4	11.4	1,160.3	11.5	1,076.1	11.5
Selling, general and administrative expenses	157.2	3.1	154.3	3.3	312.9	3.1	303.3	3.2
Amortization of intangible assets	11.5	0.2	13.3	0.3	21.6	0.2	26.5	0.3
Interest expense	21.4	0.4	20.3	0.3	42.2	0.4	41.4	0.5
Other (income) expense, net	5.8	0.1	(23.5)	(0.5)	9.5	0.1	(15.0)	(0.2)
Provision for income taxes	73.3	1.4	101.0	2.0	162.4	1.6	199.2	2.1
Equity in net income of affiliates	(18.4)	(0.3)	(19.5)	(0.4)	(33.8)	(0.3)	(36.3)	(0.4)
Net income attributable to noncontrolling interests	15.1	0.3	12.1	0.3	27.8	0.3	26.2	0.3
Net income attributable to Lear	$311.9	6.1 %	$282.4	6.0 %	$617.7	6.1 %	$530.8	5.7 %

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Three Months Ended July 1, 2017 vs. Three Months Ended July 2, 2016

Net sales in the second quarter of 2017 were $5.1 billion, as compared to $4.7 billion in the second quarter of 2016, an increase of $398 million or 8%. New business, primarily in Europe, North America and Asia, and the acquisition of Antolin Seating, positively impacted net sales by $323 million and $93 million, respectively.

(in millions)	Cost of Sales
Second quarter 2016	$4,184
Material cost	253
Labor and other	97
Depreciation	11
Second quarter 2017	$4,545

Cost of sales in the second quarter of 2017 was $4.5 billion, as compared to $4.2 billion in the second quarter of 2016. New business, primarily in Europe, North America and Asia, and the acquisition of Antolin Seating resulted in an increase in cost of sales of $365 million.

Gross profit and gross margin were $578 million and 11.3% of net sales in the second quarter of 2017, as compared to $540 million and 11.4% of net sales in the second quarter of 2016. New business and the acquisition of Antolin Seating positively impacted gross profit by $51 million. The impact of favorable operating performance, including the benefit of operational restructuring actions, of $63 million was more than offset by the impact of selling price reductions and net foreign exchange rate fluctuations. These factors had a corresponding impact on gross margin.

Selling, general and administrative expenses, including engineering and development expenses, were $157 million in the second quarter of 2017, as compared to $154 million in the second quarter of 2016. As a percentage of net sales, selling, general and administrative expenses were 3.1% in the second quarter of 2017, as compared to 3.3% in the second quarter of 2016.

Amortization of intangible assets was $12 million in the second quarter of 2017, as compared to $13 million in the second quarter of 2016.

Interest expense was $21 million in the second quarter of 2017, as compared to $20 million in the second quarter of 2016.

Other (income) expense, net, which includes non-income related taxes, foreign exchange gains and losses, gains and losses related to certain derivative instruments and hedging activities, gains and losses on the disposal of fixed assets and other miscellaneous income and expense, was $6 million in the second quarter of 2017, as compared to ($24) million in the second quarter of 2016. In the second quarter of 2016, we recognized a gain of approximately $30 million related to the consolidation of an affiliate.

In the second quarter of 2017, the provision for income taxes was $73 million, representing an effective tax rate of 19.2% on pretax income before equity in net income of affiliates of $382 million. In the second quarter of 2016, the provision for income taxes was $101 million, representing an effective tax rate of 26.9% on pretax income before equity in net income of affiliates of $376 million, for the reasons described below.

In the second quarters of 2017 and 2016, the provision for income taxes was impacted by the level and mix of earnings among tax jurisdictions. In the second quarter of 2017, we recognized net tax benefits of $35 million, of which $29 million related to the reversal of valuation allowances on the deferred tax assets of certain foreign subsidiaries and $6 million related to restructuring charges and various other items. In the second quarter of 2016, we recognized net tax benefits of $7 million related to restructuring charges and various other items. In addition, we recognized a gain of approximately $30 million related to the consolidation of an affiliate, for which no expense was provided. Excluding these items, the effective tax rate for the second quarters of 2017 and 2016 approximated the U.S. federal statutory income tax rate of 35% adjusted for income taxes on foreign earnings, losses and remittances, valuation allowances, tax credits, income tax incentives and other permanent items.

Equity in net income of affiliates was $18 million in the second quarter of 2017, as compared to $20 million in the second quarter of 2016.

Net income attributable to Lear was $312 million, or $4.49 per diluted share, in the second quarter of 2017, as compared to $282 million, or $3.82 per diluted share, in the second quarter of 2016. Net income and diluted net income per share increased for the reasons described above. In addition, diluted net income per share was impacted by the decrease in average shares outstanding between periods.

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Reportable Operating Segments

We have two reportable operating segments: seating, which includes complete seat systems and all major seat components, including seat covers and surface materials such as leather and fabric, seat structures and mechanisms, seat foam and headrests and E-Systems, which includes complete electrical distribution systems, electronic control modules and associated software and wireless communication modules. Key components in the electrical distribution system include wiring harnesses, terminals and connectors and junction boxes, including components for high power and hybrid electric systems.

The financial information presented below is for our two reportable operating segments and our other category for the periods presented. The other category includes unallocated costs related to corporate headquarters, regional headquarters and the elimination of intercompany activities, none of which meets the requirements for being classified as an operating segment. Corporate and regional headquarters costs include various support functions, such as information technology, corporate finance, legal, executive administration and human resources. Financial measures regarding each segment's pretax income before equity in net income of affiliates, interest expense and other expense ("segment earnings") and segment earnings divided by net sales ("margin") are not measures of performance under accounting principles generally accepted in the United States ("GAAP"). Segment earnings and the related margin are used by management to evaluate the performance of our reportable operating segments. Segment earnings should not be considered in isolation or as a substitute for net income attributable to Lear, net cash provided by operating activities or other income statement or cash flow statement data prepared in accordance with GAAP or as measures of profitability or liquidity. In addition, segment earnings, as we determine it, may not be comparable to related or similarly titled measures reported by other companies. For a reconciliation of consolidated segment earnings to consolidated income before provision for income taxes and equity in net income of affiliates, see Note 15, "Segment Reporting," to the condensed consolidated financial statements included in this Report.

Seating

A summary of the financial measures for our seating segment is shown below (dollar amounts in millions):

	Three Months Ended			
	July 1, 2017		July 2, 2016	
Net sales	$4,025.1		$3,640.4	
Segment earnings [1]	322.7		287.7	
Margin	8.0	%	7.9	%

(1) See definition above.

Seating net sales were $4.0 billion in the second quarter of 2017, as compared to $3.6 billion in the second quarter of 2016, an increase of $385 million or 11%. New business and the acquisition of Antolin Seating positively impacted net sales by $289 million and $93 million, respectively. Segment earnings, including restructuring costs, and the related margin on net sales were $323 million and 8.0% in the second quarter of 2017, as compared to $288 million and 7.9% in the second quarter of 2016. New business and the acquisition of Antolin Seating positively impacted segment earnings by $42 million. The impact of favorable operating performance, including the benefit of operational restructuring actions, of $40 million was more than offset by the impact of selling price reductions and net foreign exchange rate fluctuations.

E-Systems

A summary of financial measures for our E-Systems segment is shown below (dollar amounts in millions):

	Three Months Ended			
	July 1, 2017		July 2, 2016	
Net sales	$1,098.1		$1,084.4	
Segment earnings [1]	156.3		151.4	
Margin	14.2	%	14.0	%

(1) See definition above.

E-Systems net sales were $1.1 billion in the second quarter of 2017 and 2016, an increase of $14 million or 1%. New business positively impacted net sales by $34 million. This increase was offset by selling price reductions and net foreign exchange rate fluctuations. Segment earnings, including restructuring costs, and the related margin on net sales were $156 million and 14.2% in the second quarter of 2017, as compared to $151 million and 14.0% in the second quarter of 2016. New business positively impacted segment earnings by $8 million. The impact of improved operating performance of $27 million was offset by the impact of selling price reductions and net foreign exchange rate fluctuations.

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Other

A summary of financial measures for our other category, which is not an operating segment, is shown below (dollar amounts in millions):

	Three Months Ended July 1, 2017	July 2, 2016
Net sales	$ —	$ —
Segment earnings [1]	(69.9)	(66.3)
Margin	N/A	N/A

(1) See definition above.

Segment earnings related to our other category were ($70) million in the second quarter of 2017, as compared to ($66) million in the second quarter of 2016, reflecting higher restructuring costs related to an early retirement program.

Six Months Ended July 1, 2017 vs. Six Months Ended July 2, 2016

Net sales for the six months ended July 1, 2017, were $10.1 billion, as compared to $9.4 billion for the six months ended July 2, 2016, an increase of $734 million or 8%. New business, primarily in Europe, Asia and North America, and the acquisition of Antolin Seating positively impacted net sales by $586 million and $93 million, respectively.

(in millions)	Cost of Sales
First six months of 2016	$8,312
Material cost	457
Labor and other	172
Depreciation	20
First six months of 2017	$8,961

Cost of sales in the first six months of 2017 were $9.0 billion, as compared to $8.3 billion in the first six months of 2016. New business, primarily in Europe, Asia and North America, and the acquisition of Antolin Seating resulted in an increase in cost of sales of $591 million.

Gross profit and gross margin were $1.2 billion and 11.5% of net sales for the six months ended July 1, 2017, as compared to $1.1 billion and 11.5% of net sales for the six months ended July 2, 2016. New business and the acquisition of Antolin Seating positively impacted gross profit by $88 million. The impact of favorable operating performance, including the benefit of operational restructuring actions, of $108 million was more than offset by the impact of selling price reductions and net foreign exchange rate fluctuations. These factors had a corresponding impact on gross margin.

Selling, general and administrative expenses, including engineering and development expenses, were $313 million in the first six months of 2017, as compared to $303 million in the first six months of 2016, reflecting higher program development and restructuring costs. As a percentage of net sales, selling, general and administrative expenses were 3.1% in the first six months of 2017, as compared to 3.2% in the first six months of 2016.

Amortization of intangible assets was $22 million in the first six months of 2017, as compared to $27 million in the first six months of 2016.

Interest expense was $42 million in the first six months of 2017, as compared to $41 million in the first six months of 2016.

Other (income) expense, net, which includes non-income related taxes, foreign exchange gains and losses, gains and losses related to certain derivative instruments and hedging activities, gains and losses on the extinguishment of debt, gains and losses on the disposal of fixed assets and other miscellaneous income and expense, was $10 million for the six months ended July 1, 2017, as compared to ($15) million for the six months ended July 2, 2016. In the first six

months of 2016, we recognized a gain of approximately $30 million related to the consolidation of an affiliate. Net foreign exchange gains were $1 million in the first half of 2017, as compared to net foreign exchange losses of $4 million in the half 2016.

For the six months ended July 1, 2017, the provision for income taxes was $162 million, representing an effective tax rate of 21.0% on pretax income before equity in net income of affiliates of $774 million. For the six months ended July 2, 2016, the provision for income taxes was $199 million, representing an effective tax rate of 27.7% on pretax income before equity in net income of affiliates of $720 million, for the reasons described below.

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In the first six months of 2017 and 2016, the provision for income taxes was impacted by the level and mix of earnings among tax jurisdictions. In the first six months of 2017, we recognized net tax benefits of $54 million, of which $29 million related to the reversal of valuation allowances on the deferred tax assets of certain foreign subsidiaries, $16 million related to a change in the accounting for share-based compensation and $9 million related to restructuring charges and various other items. In the first six months of 2016, we recognized net tax benefits of $12 million related to restructuring charges and various other items. In addition, we recognized a gain of approximately $30 million related to the consolidation of an affiliate, for which no tax expense was provided. Excluding these items, the effective tax rate for the first six months of 2017 and 2016 approximated the U.S. federal statutory income tax rate of 35% adjusted for income taxes on foreign earnings, losses and remittances, valuation allowances, tax credits, income tax incentives and other permanent items.

Equity in net income of affiliates was $34 million in the first six months of 2017, as compared to $36 million in the first six months of 2016.

Net income attributable to Lear was $618 million, or $8.84 per diluted share, for the six months ended July 1, 2017, as compared to $531 million, or $7.11 per diluted share, for the six months ended July 2, 2016. Net income and diluted net income per share increased for the reasons described above. In addition, diluted net income per share was impacted by the decrease in average shares outstanding between periods.

Seating

A summary of the financial measures for our seating segment is shown below (dollar amounts in millions):

	Six Months Ended	
	July 1, 2017	July 2, 2016
Net sales	$7,893.1	$7,242.4
Segment earnings [1]	643.0	579.3
Margin	8.1 %	8.0 %

(1) See definition above.

Seating net sales were $7.9 billion for the six months ended July 1, 2017, as compared to $7.2 billion for the six months ended July 2, 2016, an increase of $651 million or 9%. New business and the acquisition of Antolin Seating positively impacted net sales by $515 million and $93 million, respectively. Segment earnings, including restructuring costs, and the related margin on net sales were $643 million and 8.1% for the six months ended July 1, 2017, as compared to $579 million and 8.0% for the six months ended July 2, 2016. New business and the acquisition of Antolin Seating positively impacted segment earnings by $74 million. The impact of favorable operating performance, including the benefit of operational restructuring actions, of $70 million was more than offset by the impact of selling price reductions and net foreign exchange rate fluctuations.

E-Systems

A summary of financial measures for our E-Systems segment is shown below (dollar amounts in millions):

	Six Months Ended	
	July 1, 2017	July 2, 2016
Net sales	$2,228.6	$2,145.3
Segment earnings [1]	321.2	301.2
Margin	14.4 %	14.0 %

(1) See definition above.

E-Systems net sales were $2.2 billion for the six months ended July 1, 2017, as compared to $2.1 billion for the six months ended July 2, 2016, an increase of $83 million or 4%. New business and higher production volumes on key Lear platforms positively impacted net sales by $71 million and $54 million, respectively. These increases were partially offset by selling price reductions and net foreign exchange rate fluctuations. Segment earnings, including restructuring costs, and the related margin on net sales were $321 million and 14.4% for the six months ended July 1,

2017, as compared to $301 million and 14.0% for the six months ended July 2, 2016. New business and higher production volumes on key Lear platforms positively impacted segment earnings by $26 million. The impact of improved operating performance of $42 million was more than offset by the impact of selling price reductions and net foreign exchange rate fluctuations.

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Other
A summary of financial measures for our other category, which is not an operating segment, is shown below (dollar amounts in millions):

	Six Months Ended July 1, 2017	July 2, 2016
Net sales	$ —	$ —
Segment earnings [1]	(138)	(134)
Margin	N/A	N/A

(1) See definition above.

Segment earnings related to our other category were ($138) million in the first six months of 2017, as compared to ($134) million in the first six months of 2016.

LIQUIDITY AND CAPITAL RESOURCES
Our primary liquidity needs are to fund general business requirements, including working capital requirements, capital expenditures, operational restructuring actions and debt service requirements. In addition, we expect to continue to pay quarterly dividends and repurchase shares of our common stock pursuant to our authorized common stock share repurchase program. Our principal sources of liquidity are cash flows from operating activities, borrowings under available credit facilities and our existing cash balance. A substantial portion of our operating income is generated by our subsidiaries. As a result, we are dependent on the earnings and cash flows of and the combination of dividends, royalties, intercompany loan repayments and other distributions and advances from our subsidiaries to provide the funds necessary to meet our obligations.
As of July 1, 2017 and December 31, 2016, cash and cash equivalents of $812 million and $767 million, respectively, were held in foreign subsidiaries and can be repatriated, primarily through the repayment of intercompany loans, without creating additional income tax expense. There are no significant restrictions on the ability of our subsidiaries to pay dividends or make other distributions to Lear. For further information regarding potential dividends from our non-U.S. subsidiaries, see "— Adequacy of Liquidity Sources," below and Note 7, "Income Taxes," to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.
Cash Flows
A summary of net cash provided by operating activities is shown below (in millions):

	Six Months Ended		
	July 1, 2017	July 2, 2016	Incremental Increase (Decrease) in Operating Cash Flow
Consolidated net income and depreciation and amortization	$847	$742	$ 105
Net change in working capital items:			
Accounts receivable	(415)	(327)	(88)
Inventory	(42)	(40)	(2)
Accounts payable	390	202	188
Accrued liabilities and other	86	215	(129)
Net change in working capital items	20	50	(30)
Other	(22)	26	(48)

Net cash provided by operating activities	$845	$818	$ 28

In the first six months of 2017, increases in accounts receivable, inventories and accounts payable resulted in a use of cash of $415 million, a use of cash of $42 million and a source of cash of $390 million, respectively, primarily reflecting higher working capital to support the increase in our sales. In the first six months of 2017, changes in accrued liabilities and other resulted in a source of cash of $86 million, primarily reflecting the timing of payment of accrued liabilities.

Net cash used in investing activities was $566 million in the first six months of 2017, as compared to $131 million in the first six months of 2016. This increase is primarily due to cash paid of $287 million related to the acquisition of Antolin Seating.

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Capital spending was $274 million in the first six months of 2017, as compared to $182 million in the first six months of 2016. Capital spending in 2017 is estimated at $560 million.

Net cash used in financing activities was $417 million in the first six months of 2017, as compared to $484 million in the first six months of 2016. In the first six months of 2017 and 2016, we paid $240 million and $367 million, respectively, for repurchases of our common stock.

Capitalization

From time to time, we utilize uncommitted credit facilities to fund our capital expenditures and working capital requirements at certain of our foreign subsidiaries, in addition to cash provided by operating activities. As of July 1, 2017 and December 31, 2016, our outstanding short-term debt balance was $4 million and $9 million, respectively. The availability of uncommitted lines of credit may be affected by our financial performance, credit ratings and other factors.

Senior Notes

As of July 1, 2017, our senior notes (collectively, the "Notes") consist of the amounts shown below (in millions, except stated coupon rates):

Note	Aggregate Principal Amount	Stated Coupon Rate
Senior unsecured notes due 2023	$ 500	4.75 %
Senior unsecured notes due 2024	325	5.375 %
Senior unsecured notes due 2025	650	5.25 %
	$ 1,475	

For further information related to the Notes, including information on early redemption, covenants and events of default, see Note 8, "Debt," to the condensed consolidated financial statements included in this Report and Note 6, "Debt," to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Credit Agreement

As of July 1, 2017, our credit agreement (the "Credit Agreement") consists of a $1.25 billion revolving credit facility (the "Revolving Credit Facility"), which matures on November 14, 2019, and a $500 million term loan facility (the "Term Loan Facility"), which matures on January 5, 2020. As of July 1, 2017 and December 31, 2016, there were no borrowings outstanding under the Revolving Credit Facility. As of July 1, 2017 and December 31, 2016, there were $453 million and $469 million, respectively, of borrowings outstanding under the Term Loan Facility. During the first half of 2017, we made required principal payments of $16 million under the Term Loan Facility.

For further information related to the Credit Agreement, including information on pricing, covenants and events of default, see Note 8, "Debt," to the condensed consolidated financial statements included in this Report and Note 6, "Debt," to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Scheduled cash interest payments on the Notes and the Term Loan Facility are $43 million for the remaining six months of 2017.

As of July 1, 2017, we were in compliance with all covenants under the Credit Agreement and the indentures governing the Notes.

Accounts Receivable Factoring

One of our European subsidiaries has an uncommitted factoring agreement, which provides for aggregate purchases of specified customer accounts of up to €200 million. As of July 1, 2017, there were no factored receivables outstanding. We cannot provide any assurances that this factoring facility will be available or utilized in the future.

Common Stock Share Repurchase Program

In February 2017, our Board of Directors authorized a $659 million increase to our existing common stock share repurchase program to provide for a remaining aggregate repurchase authorization of $1 billion and extended the term of the program to December 31, 2019. In the first six months of 2017, we repurchased, in aggregate, $254 million of

our outstanding common stock (1,793,067 shares at an average purchase price of $141.84 per share, excluding commissions), of which $240 million was

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paid in cash with the remaining amount to be paid in the third quarter of 2017. As of the end of the second quarter of 2017, we have a remaining repurchase authorization of $746 million.

We may implement these share repurchases through a variety of methods, including, but not limited to, open market purchases, accelerated stock repurchase programs and structured repurchase transactions. The extent to which we will repurchase our outstanding common stock and the timing of such repurchases will depend upon our financial condition, prevailing market conditions, alternative uses of capital and other factors. In addition, our Credit Agreement places certain limitations on our ability to repurchase our common shares (see "—Forward-Looking Statements").

Since the first quarter of 2011, our Board of Directors has authorized $4.1 billion in share repurchases under our common stock share repurchase program. As of the end of the second quarter of 2017, we have repurchased, in aggregate, $3.3 billion of our outstanding common stock, at an average price of $77.33 per share, excluding commissions and related fees.

For further information regarding our common stock share repurchase program, see Note 13, "Comprehensive Income and Equity," to the condensed consolidated financial statements included in this Report.

Dividends

The quarterly cash dividend declared in the first quarter of 2017 reflects a 67% increase over the quarterly cash dividend declared in the first quarter of 2016. A summary of 2017 dividends is shown below:

Payment Date	Dividend Per Share	Declaration Date	Record Date
March 23, 2017	$ 0.50	February 10, 2017	March 3, 2017
June 28, 2017	$ 0.50	May 18, 2017	June 9, 2017

We currently expect to pay quarterly cash dividends in the future, although such payments are at the discretion of our Board of Directors and will depend upon our financial condition, results of operations, capital requirements, alternative uses of capital and other factors that our Board of Directors may consider at its discretion. In addition, our Credit Agreement places certain limitations on the payment of cash dividends.

Adequacy of Liquidity Sources

As of July 1, 2017, we had approximately $1.2 billion of cash and cash equivalents on hand and $1.25 billion in available borrowing capacity under our Revolving Credit Facility. Together with cash provided by operating activities, we believe that this will enable us to meet our liquidity needs to satisfy ordinary course business obligations, as well as pay quarterly dividends and repurchase shares of our common stock, pursuant to our authorized common stock share repurchase program (see "— Common Stock Share Repurchase Program," above). Our future financial results and our ability to continue to meet our liquidity needs are subject to, and will be affected by, cash flows from operations, including the impact of restructuring activities, automotive industry conditions, the financial condition of our customers and suppliers and other related factors. Additionally, an economic downturn or reduction in production levels could negatively impact our financial condition. For further discussion of the risks and uncertainties affecting our cash flows from operations and our overall liquidity, see "— Executive Overview" above, "—Forward-Looking Statements" below and Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016.

Market Risk Sensitivity

In the normal course of business, we are exposed to market risks associated with fluctuations in foreign exchange rates, interest rates and commodity prices. We manage a portion of these risks through the use of derivative financial instruments in accordance with our policies. We enter into all hedging transactions for periods consistent with the underlying exposures. We do not enter into derivative instruments for trading purposes.

Foreign Exchange

Operating results may be impacted by our buying, selling and financing in currencies other than the functional currency of our operating companies ("transactional exposure"). We may mitigate a portion of this risk by entering

into forward foreign exchange, futures and option contracts. The foreign exchange contracts are executed with banks that we believe are creditworthy. Gains and losses related to foreign exchange contracts are deferred where appropriate and included in the measurement of the foreign currency transaction subject to the hedge. Gains and losses incurred related to foreign exchange contracts are generally offset by the direct effects of currency movements on the underlying transactions.

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A summary of the notional amount and estimated aggregate fair value of our outstanding foreign exchange contracts is shown below (in millions):

	July 1, 2017	December 31, 2016
Notional amount (contract maturities < 24 months)	$2,416	$ 1,956
Fair value	32	(54)

Currently, our most significant foreign currency transactional exposures relate to the Mexican peso, various European currencies, the Thai baht, the Chinese renminbi, the Brazilian real, the Japanese yen and the Canadian dollar. We have performed a sensitivity analysis of our net transactional exposure, as shown below (in millions):

		Potential Earnings Benefit (Adverse Earnings Impact)	
	Hypothetical Strengthening % [1]	July 1, 2017	December 31, 2016
U.S. dollar	10%	$(15)	$ (19)
Euro	10%	17	16

[1] Relative to all other currencies to which it is exposed for a twelve-month period

We have performed a sensitivity analysis related to the aggregate fair value of our outstanding foreign exchange contracts, as shown below (in millions):

		Estimated Change in Fair Value	
	Hypothetical Change % [2]	July 1, 2017	December 31, 2016
U.S. dollar	10%	$33	$ 50
Euro	10%	64	35

[2] Relative to all other currencies to which it is exposed for a twelve-month period

There are certain shortcomings inherent in the sensitivity analyses above. The analyses assume that all currencies would uniformly strengthen or weaken relative to the U.S. dollar or Euro. In reality, some currencies may strengthen while others may weaken, causing the earnings impact to increase or decrease depending on the currency and the direction of the rate movement.

In addition to the transactional exposure described above, our operating results are impacted by the translation of our foreign operating income into U.S. dollars ("translational exposure"). In 2016, net sales outside of the United States accounted for 77% of our consolidated net sales, although certain non-U.S. sales are U.S. dollar denominated. We do not enter into foreign exchange contracts to mitigate our translational exposure.

Commodity Prices

Raw material, energy and commodity costs can be volatile. We have developed and implemented strategies to mitigate the impact of higher raw material, energy and commodity costs, such as the selective in-sourcing of components, the continued consolidation of our supply base, longer-term purchase commitments and the selective expansion of low-cost country sourcing and engineering, as well as value engineering and product benchmarking. However, these strategies, together with commercial negotiations with our customers and suppliers, typically offset only a portion of the adverse impact. Certain of these strategies also may limit our opportunities in a declining commodity cost environment. If these costs increase, it could have an adverse impact on our operating results in the foreseeable future. See "— Forward-Looking Statements" below and Item 1A, "Risk Factors — Increases in the costs and

restrictions on the availability of raw materials, energy, commodities and product components could adversely affect our financial performance," in our Annual Report on Form 10-K for the year ended December 31, 2016.

We have commodity price risk with respect to purchases of certain raw materials, including steel, copper, diesel fuel, chemicals, resins and leather. Our main cost exposures relate to steel, copper and leather. The majority of the steel used in our products is comprised of fabricated components that are integrated into a seat system, such as seat frames, recliner mechanisms, seat tracks and other mechanical components. Therefore, our exposure to changes in steel prices is primarily indirect, through these purchased components. Approximately 90% of our copper purchases and a significant portion of our leather purchases are subject to price index agreements with our customers.

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For further information related to the financial instruments described above, see Note 16, "Financial Instruments," to the condensed consolidated financial statements included in this Report.

OTHER MATTERS

Legal and Environmental Matters

We are involved from time to time in various legal proceedings and claims, including, without limitation, commercial and contractual disputes, product liability claims and environmental and other matters. As of July 1, 2017, we had recorded reserves for pending legal disputes, including commercial disputes and other matters, of $9 million. In addition, as of July 1, 2017, we had recorded reserves for product liability claims and environmental matters of $58 million and $9 million, respectively. Although these reserves were determined in accordance with GAAP, the ultimate outcomes of these matters are inherently uncertain, and actual results may differ significantly from current estimates. For a description of risks related to various legal proceedings and claims, see Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016. For a more complete description of our outstanding material legal proceedings, see Note 14, "Legal and Other Contingencies," to the condensed consolidated financial statements included in this Report.

Significant Accounting Policies and Critical Accounting Estimates

Certain of our accounting policies require management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on our historical experience, the terms of existing contracts, our evaluation of trends in the industry, information provided by our customers and suppliers and information available from other outside sources, as appropriate. However, these estimates and assumptions are subject to an inherent degree of uncertainty. As a result, actual results in these areas may differ significantly from our estimates. For a discussion of our significant accounting policies and critical accounting estimates, see Item 7, "Management’s Discussion and Analysis of Financial Condition and Results of Operations — Significant Accounting Policies and Critical Accounting Estimates," and Note 2, "Summary of Significant Accounting Policies," to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016. There have been no significant changes in our significant accounting policies or critical accounting estimates during the second quarter of 2017.

Recently Issued Accounting Pronouncements

For information on the impact of recently issued accounting pronouncements, see Note 17, "Accounting Pronouncements," to the condensed consolidated financial statements included in this Report.

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates," "forecasts" and similar expressions identify certain of these forward-looking statements. We also may provide forward-looking statements in oral statements or other written materials released to the public. All such forward-looking statements contained or incorporated in this Report or in any other public statements which address operating performance, events or developments that we expect or anticipate may occur in the future, including, without limitation, statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Actual results may differ materially from any or all forward-looking statements made by us. Important factors, risks and uncertainties that may cause actual results to differ materially from anticipated results include, but are not limited to:

- general economic conditions in the markets in which we operate, including changes in interest rates or currency exchange rates;
- currency controls and the ability to economically hedge currencies;
- the financial condition and restructuring actions of our customers and suppliers;
- changes in actual industry vehicle production levels from our current estimates;

- fluctuations in the production of vehicles or the loss of business with respect to, or the lack of commercial success of, a vehicle model for which we are a significant supplier;
- disruptions in the relationships with our suppliers;
- labor disputes involving us or our significant customers or suppliers or that otherwise affect us;

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- the outcome of customer negotiations and the impact of customer-imposed price reductions;
- the impact and timing of program launch costs and our management of new program launches;
- the costs, timing and success of restructuring actions;
- increases in our warranty, product liability or recall costs;
- risks associated with conducting business in foreign countries;
- the impact of regulations on our foreign operations;
- the operational and financial success of our joint ventures;
- competitive conditions impacting us and our key customers and suppliers;
- disruptions to our information technology systems, including those related to cybersecurity;
- the cost and availability of raw materials, energy, commodities and product components and our ability to mitigate such costs;
- the outcome of legal or regulatory proceedings to which we are or may become a party;
- the impact of pending legislation and regulations or changes in existing federal, state, local or foreign laws or regulations;
- unanticipated changes in cash flow, including our ability to align our vendor payment terms with those of our customers;
- limitations imposed by our existing indebtedness and our ability to access capital markets on commercially reasonable terms;
- impairment charges initiated by adverse industry or market developments;
- our ability to execute our strategic objectives;
- changes in discount rates and the actual return on pension assets;
- costs associated with compliance with environmental laws and regulations;
- developments or assertions by or against us relating to intellectual property rights;
- our ability to utilize our net operating loss, capital loss and tax credit carryforwards;
- global sovereign fiscal matters and creditworthiness, including potential defaults and the related impacts on economic activity, including the possible effects on credit markets, currency values, monetary unions, international treaties and fiscal policies;
- the impact of potential changes in tax and trade policies in the United States and related actions by countries in which we do business;
- the anticipated changes in economic and other relationships between the United Kingdom and the European Union; and
- other risks described in Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016, and our other Securities and Exchange Commission ("SEC") filings.

The forward-looking statements in this Report are made as of the date hereof, and we do not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date hereof.

ITEM 4 — CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

The Company has evaluated, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer along with the Company's Senior Vice President and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Report. The Company's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Based on the evaluation described above, the Company's President and Chief Executive Officer along with the Company's Senior Vice President and Chief Financial Officer have concluded that the

Company’s disclosure controls and procedures were effective to provide reasonable assurance that the desired control objectives were achieved as of the end of the period covered by this Report.

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(b) Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the fiscal quarter ended July 1, 2017, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. In April 2017, the Company completed the acquisition of Grupo Antolin's automotive seating business ("Antolin Seating") and is currently integrating Antolin Seating into its operations, compliance programs and internal control processes. As permitted by SEC rules and regulations, the Company has excluded Antolin Seating from management's evaluation of internal controls over financial reporting as of July 1, 2017. Antolin Seating constituted approximately 4% of the Company's total assets as of July 1, 2017, and less than 2% of the Company's net sales in the three months ended July 1, 2017.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

We are involved from time to time in various legal proceedings and claims, including, without limitation, commercial or contractual disputes, product liability claims and environmental and other matters. For a description of risks related to various legal proceedings and claims, see Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2016. For a description of our outstanding material legal proceedings, see Note 14, "Legal and Other Contingencies," to the condensed consolidated financial statements included in this Report.

ITEM 1A — RISK FACTORS

There have been no material changes from the risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

As discussed in Part I — Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Capitalization — Common Stock Share Repurchase Program," and Note 13, "Comprehensive Income and Equity," to the condensed consolidated financial statements included in this Report, we have a remaining repurchase authorization of $745.7 million under our ongoing common stock share repurchase program. A summary of the shares of our common stock repurchased during the quarter ended July 1, 2017, is shown below:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program (in millions)
April 2, 2017 through April 29, 2017	67,207	$133.87	67,207	$ 863.5
April 30, 2017 through May 27, 2017	222,828	$142.79	222,828	831.7
May 28, 2017 through July 1, 2017	606,067	$142.00	606,067	745.7
Total	896,102	$141.59	896,102	$ 745.7

ITEM 6 — EXHIBITS

The exhibits listed on the "Index to Exhibits" on page 52 are filed with this Form 10-Q or incorporated by reference as set forth below.

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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 thereunto duly authorized.

LEAR
CORPORATION

Dated: July 26, 2017 By: /s/ Matthew J. Simoncini
Matthew J. Simoncini
President and Chief Executive Officer

By: /s/ Jeffrey H. Vanneste
Jeffrey H. Vanneste
Senior Vice President and Chief Financial Officer

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Index to Exhibits

	Exhibit Number	Exhibit
*	31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.
*	31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.
*	32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**	101.INS	XBRL Instance Document.
**	101.SCH	XBRL Taxonomy Extension Schema Document.
**	101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
**	101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
**	101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
**	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

* Filed herewith.
** Submitted electronically with the Report.