

Edgar Filing: Delphi Automotive PLC - Form 8-K

Delphi Automotive PLC  
Form 8-K  
August 31, 2016

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported):

August 31, 2016

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Delphi Automotive PLC  
(Exact name of registrant as specified in its charter)

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Jersey                      001-35346    98-1029562  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

Courteney Road  
Hoath Way  
Gillingham, Kent ME8 0RU  
United Kingdom

(Address of Principal Executive Offices)(Zip Code)  
(Registrant's Telephone Number, Including Area Code) 011-44-163-423-4422  
(Former Name or Former Address, if Changed Since Last Report) N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.04 Triggering Event That Accelerates or Increases a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

Item 8.01 Other Events.

On August 31, 2016, Delphi Corporation (the “Company”), a 100% owned subsidiary of Delphi Automotive PLC (“Delphi”), announced that it intends to redeem for cash the entire \$800 million aggregate principal amount outstanding of the Company’s 5.00% Senior Notes due 2023 (the “2023 Notes”). The 2023 Notes are redeemable at a redemption price that includes a make-whole premium, plus any interest accrued and unpaid to the redemption date. The redemption is expected to occur on September 30, 2016, subject to satisfaction or waiver by the Company of the condition described below.

The redemption is conditioned upon the completion, prior to the redemption date, of one or more debt financings that would generate gross proceeds sufficient to fund the redemption. Any such financings are subject to market and other conditions.

Forward-Looking Statements

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

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 31, 2016 DELPHI AUTOMOTIVE PLC

By: /s/ David M. Sherbin  
David M. Sherbin  
Senior Vice President, General Counsel,  
Secretary and Chief Compliance Officer