

BORGWARNER INC  
Form 8-K  
April 17, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 17, 2012

BORGWARNER INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation)

1-12162

(Commission File No.)

13-3404508

(IRS Employer Identification  
No.)

3850 Hamlin Road, Auburn Hills, Michigan 48326

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 754-9200

(Former name or former address, if changed since last report)

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:

- 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 7.01. Regulation FD Disclosure

On April 17, 2012, BorgWarner Inc. issued a press release concerning the settlement of its 3.50% Convertible Senior Notes due 2012. A copy of the press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this report and Exhibit 99.1 is being furnished and shall not be deemed to be “filed” for the purpose of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in any such filings.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits: The following document is furnished as an exhibit with this report:

99.1 Press Release dated April 17, 2012.

**SIGNATURES**

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

BORGWARNER INC.

Date: April 17, 2012

By: /s/ John J. Gasparovic  
Name: John J. Gasparovic  
Its: Secretary

EXHIBIT INDEX

| Exhibit<br>Number | Document |
|-------------------|----------|
|-------------------|----------|

|      |                                     |
|------|-------------------------------------|
| 99.1 | Press Release dated April 17, 2012. |
|------|-------------------------------------|