

AUTOLIV INC  
Form SC 13D/A  
April 04, 2018  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934\*  
(Amendment No. 2)\*

Autoliv, Inc.  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
(Title of Class of Securities)

052800109  
(CUSIP Number)

Cevian Capital II GP Limited  
11-15 Seaton Place  
St. Helier, Jersey JE4 0QH  
Channel Islands  
Attention: Denzil Boschhat  
+44 1534 828 513

with a copy to:

Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
Attention: Eleazer N. Klein, Esq.  
(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 2, 2018  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

|           |  |
|-----------|--|
| <b>1</b>  | NAME OF REPORTING PERSON   |
|           | Cevian Capital II GP Limited   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) 7 A GROUP                                 |
| <b>3</b>  | SEC USE ONLY   |
| <b>4</b>  | SOURCE OF FUNDS  |
|           | AF   |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|           | Jersey   |
| <b>7</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:                     |
| <b>8</b>  | SOLE VOTING POWER 8,376,924* SHARED VOTING POWER                                       |
| <b>9</b>  | -0- SOLE DISPOSITIVE POWER   |
| <b>10</b> | 8,376,924* SHARED DISPOSITIVE POWER  |

-0-

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

8,376,924\*

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

9.62%

**14** TYPE OF REPORTING  
PERSON

IA, OO

\*Includes 2,653,275 Swedish Depositary Receipts representing 2,653,275 shares of Common Stock.

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on March 1, 2018 (the "Original Schedule 13D", and the Original Schedule 13D as amended, the "Schedule 13D"), with respect to the Common Stock, par value \$1.00 per share (the "Common Stock") of Autoliv, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 2 amends Items 3 and 5(a)-(c) as set forth below. Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is hereby amended and restated in its entirety as follows:

As of the date hereof, the Reporting Person has purchased for the account of the Master Fund an aggregate of 5,723,649 shares of Common Stock and 2,653,275 Swedish Depositary Receipts representing 2,653,275 shares of Common Stock for an aggregate consideration (including brokerage commission) of approximately USD 1,164,690,712. The Master Fund funded these purchases out of its general working capital. The Swedish Depositary Receipts were purchased using Swedish Krona. For the purposes of this Schedule 13D, a conversion rate of USD 1.00 for each SEK 8.3832 was used.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5(a)-(d) is hereby amended and restated as follows:

(a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by the Reporting Person. The percentage used in this Schedule 13D is calculated based upon 87,091,262 shares of Common Stock outstanding as of March 29, 2018, as reported on the Issuer's website.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock to which the Reporting Person has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition.

(c) The transactions in the shares of Common Stock and Swedish Depositary Receipts by the Reporting Person for the benefit of the Master Fund since the filing of Amendment No. 1, which were all in the open market, are set forth in Schedule B, and are incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 4, 2018

CEVIAN CAPITAL II GP LIMITED

By: /s/ Jonas Örn  
Name: Jonas Örn  
Title: Authorised Signatory

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Schedule B

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock and Swedish Depositary Receipts which were effectuated by the Reporting Person for the benefit of the Master Fund since the filing of Amendment No. 1. All transactions were effectuated in the open market through a broker.

Trade Date

| <u>(Year-Month-Day)</u> | <u>Common Stock Purchased (Sold)</u> | <u>Price (\$)*</u> |
|-------------------------|--------------------------------------|--------------------|
| 2018-03-22              | 142,408                              | 148.24             |
| 2018-03-22              | 37,157**                             | 145.80             |
| 2018-03-23              | 138,649                              | 146.20             |
| 2018-03-23              | 35,872**                             | 144.61             |
| 2018-03-26              | 26,535                               | 147.95             |
| 2018-03-26              | 21,233**                             | 144.27             |
| 2018-03-27              | 111,071                              | 148.51             |
| 2018-03-27              | 23,765**                             | 146.39             |
| 2018-03-28              | 167,138                              | 143.15             |
| 2018-03-28              | 132,862**                            | 143.10             |
| 2018-03-29              | 6,997                                | 145.45             |
| 2018-03-29              | 13,003**                             | 143.54             |
| 2018-04-02              | 528,878                              | 143.48             |
| 2018-04-03              | 420,426                              | 147.36             |
| 2018-04-03              | 40,400**                             | 144.06             |

\* Excluding commissions, SEC fees, etc. (rounded to nearest cent). The Swedish Depositary Receipts were purchased using Swedish Krona. For purposes of this Schedule 13D, a conversion rate of USD 1.00 for each SEK 8.3832 was used.

\*\* Transaction in Swedish Depositary Receipts.