

AUTOLIV INC  
Form 8-K  
June 01, 2010

**UNITED STATES**  
**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): May 26, 2010

**Autoliv, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-12933**  
(Commission

File Number)

**51-0378542**  
(IRS Employer

Identification No.)

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World Trade Center,

Klarabergsviadukten 70,

Box 70381

SE-107 24 Stockholm, Sweden

(Address of principal executive offices, including zip code)

+46 8 587 20 600

(Registrant's telephone number, including area code)

Not Applicable

(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 (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))

**Item 3.02 Unregistered Sales of Equity Securities**

On May 26, 2010, Autoliv, Inc. (the Company ) entered into separate exchange agreements with certain holders of the Company s equity units (the Equity Units ) whereby the Company agreed to issue an aggregate of 542,142 treasury shares of its common stock, par value \$1.00 per share (the Common Stock ) and deliver an aggregate of \$1,245,762 in cash, in exchange for an aggregate of 416,360 Equity Units held by the holders of the Equity Units.

On May 27, 2010, the Company entered into an additional separate exchange agreement with a holder of Equity Units whereby the Company agreed to issue an aggregate of 179,481 treasury shares of its Common Stock and deliver an aggregate of \$399,736 in cash, in exchange for an aggregate of 137,840 Equity Units held by the holder of the Equity Units. The closings of the exchanges are scheduled to occur today.

The Company may, from time to time, repurchase additional Equity Units.

Each of the exchanges is exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereof.

**Item 8.01 Other Events**

On June 1, 2010, Autoliv, Inc. issued a press release announcing the exchanges with the holders of the Equity Units.

A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(c) EXHIBITS

99.1 Press Release of Autoliv, Inc. dated June 1, 2010.

**SIGNATURE**

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 thereunto duly authorized.

Date: June 1, 2010

AUTOLIV, INC.

By: /s/ Lars A. Sjöbring  
Name: Lars A. Sjöbring  
Title: Group Vice President    Legal Affairs

General Counsel and Secretary