

Delphi Automotive PLC
Form 8-A12B
September 20, 2016

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

DELPHI AUTOMOTIVE PLC

(Exact Name of Registrant as Specified in Its Charter)

Jersey
(State of Incorporation or Organization)

98-1029562
(I.R.S. Employer Identification No.)

Courteney Road

Hoath Way

Gillingham, Kent ME8 0RU

United Kingdom

(Address of Principal Executive Offices) (Zip Code)

Delphi Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware **27-0791190**
(State of Incorporation or Organization) **(I.R.S. Employer Identification No.)**
c/o Delphi Automotive Systems, LLC

5725 Delphi Drive

Troy, Michigan 48098

(Address of Principal Executive Offices) (Zip Code)

Delphi Automotive LLP

(Exact Name of Registrant as Specified in Its Charter)

England and Wales **98-0643213**
(State of Incorporation or Organization) **(I.R.S. Employer Identification No.)**
c/o Delphi Automotive Systems, LLC

5725 Delphi Drive

Troy, Michigan 48098

(Address of Principal Executive Offices) (Zip Code)

Delphi Automotive Holdings US Limited

(Exact Name of Registrant as Specified in Its Charter)

Jersey **98-0641314**
(State of Incorporation or Organization) **(I.R.S. Employer Identification No.)**
c/o Delphi Automotive Systems, LLC

5725 Delphi Drive

Troy, Michigan 48098

(Address of Principal Executive Offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
1.600% Senior Notes due 2028 Guarantees of 1.600% Senior Notes due 2028 by Delphi Corporation, Delphi Automotive LLP and Delphi Automotive Holdings US Limited	New York Stock Exchange New York Stock Exchange
4.400% Senior Notes due 2046 Guarantees of 4.400% Senior Notes due 2046 by Delphi Corporation, Delphi Automotive LLP and Delphi Automotive Holdings US Limited	New York Stock Exchange New York Stock Exchange

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-207700

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Delphi Automotive PLC (the **Company**) has filed with the Securities and Exchange Commission (the **Commission**) pursuant to Rule 424(b) under the Securities Act of 1933 (**Rule 424(b)**) a prospectus supplement dated August 31, 2016 and a prospectus supplement dated September 15, 2016 (together, the **Prospectus Supplements**) to a Prospectus dated October 30, 2015 contained in the Company's effective Registration Statement on Form S-3 (Registration No. 333-207700), which Registration Statement was filed with the Securities and Exchange Commission on October 30, 2015 (the **Prospectus**), relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplements to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

The information required by this item is incorporated by reference to the information contained in the sections captioned **Description of Notes** and **Tax Considerations** in the Prospectus Supplements and **Description of Debt Securities and Guarantees of Debt Securities** in the Prospectus.

Item 2. Exhibits

**Exhibit
Number**

Description

- | | |
|-----|---|
| 4.1 | Senior Notes Indenture dated as of March 10, 2015 between the Company, Wilmington Trust, National Association, as trustee (the Trustee) and Deutsche Bank Trust Company Americas, as registrar, paying agent and authenticating agent (the Registrar and Paying Agent) (incorporated by reference to the Current Report on Form 8-K filed with the Commission on March 10, 2015). |
| 4.2 | First Supplemental Indenture dated as of March 10, 2015 between the Company, the Trustee and the Registrar and Paying Agent (incorporated by reference to the Current Report on Form 8-K filed with the Commission on March 10, 2015). |
| 4.3 | Second Supplemental Indenture dated as of November 19, 2015 between the Company, the Trustee and the Registrar and Paying Agent (incorporated by reference to the Current Report on Form 8-K filed with the Commission on November 19, 2015). |
| 4.4 | Third Supplemental Indenture dated as of September 15, 2016 between the Company, the Trustee and the Registrar and Paying Agent (incorporated by reference to the Current Report on Form 8-K filed with the Commission on September 15, 2016). |
| 4.5 | Fourth Supplemental Indenture dated as of September 20, 2016 between the Company, the Trustee and the Registrar and Paying Agent (incorporated by reference to the Current Report on Form 8-K filed with the Commission on September 20, 2016). |
| 4.6 | Form of 1.600% Senior Notes due 2028 (incorporated by reference to the Current Report on Form 8-K filed with the Commission on September 15, 2016). |
| 4.7 | Form of 4.400% Senior Notes due 2046 (incorporated by reference to the Current Report on Form 8-K filed with the Commission on September 20, 2016). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Delphi Automotive PLC

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

Delphi Corporation

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

Delphi Automotive LLP

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: Secretary

Delphi Automotive Holdings US Limited

By: /s/ David M. Sherbin
Name: David M. Sherbin
Title: A Director

Date: September 20, 2016