

DELPHI AUTOMOTIVE SYSTEMS CORP  
Form 8-K  
June 04, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549-1004

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report May 31, 2001  
(Date of earliest event reported)

Delphi Automotive Systems Corporation

(Exact name of registrant as specified in its charter)

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| <u>Delaware</u>                                | <u>1-14787</u>           | <u>38-3430473</u>                    |
| (State or other jurisdiction<br>incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |
| <u>5725 Delphi Drive, Troy, Michigan</u>       | <u>48098</u>             |                                      |
| (Address of Principal Executive<br>Offices)    | (Zip Code)               |                                      |

Registrant's telephone number, including area code: (248) 813-2000

ITEM 5. OTHER EVENTS.

Delphi Automotive Systems Corporation (the Company) has registered Debt Securities (the Debt Securities) pursuant to Registration Statement No. 333-73285, as amended (the Registration Statement). The Debt Securities were registered on Form S-3 to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933.

On May 31, 2001, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with Bear, Stearns & Co. Inc. and Credit Suisse First Boston Corporation, as representatives of the several underwriters named therein, relating to an offering by the Company of Debt Securities under the Registration Statement consisting of \$500,000,000 in aggregate principal amount of 6.55% Notes due 2006 (the Notes). The Underwriting Agreement incorporates by reference the terms of a Form of Underwriting Agreement Standard Provisions (Debt Securities) dated April 28, 1999 (the Standard Provisions), which has been previously filed with the SEC. The Notes will be issued under an Indenture, dated as of April 28, 1999, between the Company and Bank One Trust Company, N.A., as

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successor in interest to The First National Bank of Chicago, as trustee (the Trustee ), a form of which was filed as Exhibit 4.1 to the Registration Statement. Each of the (i) Underwriting Agreement, (ii) the terms of the Notes, including the forms of Notes, (iii) an opinion of Drinker Biddle & Reath LLP, counsel to the Company, as to the legality of the Notes and (iv) an opinion of Drinker Biddle & Reath LLP, counsel to the Company, as to certain tax matters relating to the Notes is being filed as an exhibit to this report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

1.1 Form of Underwriting Agreement Standard Provisions (Debt Securities) dated April 28, 1999 (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the SEC on May 3, 1999)

1.2 Underwriting

Agreement

dated as of

May 31, 2001

between the

Company and

Bear, Stearns

& Co. Inc. and

Credit Suisse

First Boston

Corporation, as

representatives

of the several

underwriters

named

therein. 4.1 Terms

of the

Securities,

including the

forms of

Notes. 5.1 Opinion

of Drinker

Biddle & Reath

LLP, counsel

to the

Company, as to

the legality of

the

Notes. 8.1 Opinion

of Drinker

Biddle & Reath

LLP, counsel

to the

Company, as to

certain tax

matters relating

to the

Notes. 23.1 Consent

of Drinker

Biddle & Reath

LLP (contained

in Exhibits 5.1

and 8.1)

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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.

DELPHI AUTOMOTIVE SYSTEMS CORPORATION

June 4, 2001

By: /s/ Paul R. Free

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Paul R. Free  
Chief Accounting Officer and Controller

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EXHIBIT INDEX

| NO.       | DESCRIPTION   |
|-----------|---|
| 1.2       | Underwriting Agreement dated as of May 31, 2001 between the Company and Bear, Stearns & Co. Inc. and Credit Suisse First Boston Corporation, as representatives of the several underwriters named therein |
| 4.1       | Terms of the Securities, including the forms of   |
| Notes 5.1 | Opinion of Drinker Biddle & Realth LLP, counsel to the Company, as to the legality of the   |
| Notes 8.1 | Opinion of Drinker Biddle & Realth LLP, counsel to the  |

Company,  
as to  
certain tax  
matters  
relating to  
the Notes