MAGNA INTERNATIONAL INC
Form 40-F/A
September 08, 2016

United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 40-F/A

(Amendment No. 2)

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o REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13(a) or 15(d) of THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015 **Commission File Number 001-11444**

Magna International Inc.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant s name into English (if applicable)

Province of Ontario, Canada

(Province of other jurisdiction of incorporation or organization)

3714

(Primary Standard Industrial Classification Code number (if applicable)

Not Applicable

(I.R.S. Employer Identification Number (if applicable)

337 Magna Drive, Aurora, Ontario, Canada L4G 7K1 (905) 726-2462

(Address and telephone number of Registrant s principal executive offices)

Corporation Service Company, 1180 Avenue of the Americas, Suite 210 New York, New York 10036-8401

Telephone 212-299-5600

(Name, address (including zip code) and telephone number (including area code)

of agent for service in the United States)

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

Title of each class	Name of each exchange on which registered
Common Shares	**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

For annual reports, indicate by check mark the information filed with this Form:

o Annual Information Form x Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report 402,264,201 Common Shares.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No o

Explanatory Note

The Registrant is filing this Amendment No. 2 on Form 40-F/A (Amendment No. 2) to the Registrant s Annual Report on Form 40-F, dated March 28, 2016 (the Form 40-F) for the fiscal year ended December 31, 2015, originally filed with the Securities and Exchange Commission on March 28, 2016, to include new certifications of its Chief Executive Officer and Chief Financial Officer pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

The audited consolidated financial statements of the Registrant for the years ended December 31, 2015 and 2014 included as part of Exhibit 99.5 accompany the filing of such new certifications and are included in this Form 40-F/A solely for this purpose and remain unchanged.

Except as described above or in Amendment No. 1 to the Form 40-F (Amendment No. 1) filed by the Registrant on August 9, 2016, no other changes have been made to the Form 40-F, and this Form 40-F/A does not modify, amend or update in any way the financial or other information set forth in the Form 40-F and does not reflect any events that have occurred subsequent to March 28, 2016, the filing date of the Form 40-F. Accordingly this Form 40-F/A should be read in conjunction with the Form 40-F, Amendment No. 1 and the Registrant s subsequent filings made and documents furnished to the Securities and Exchange Commission since March 28, 2016.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 2 to the Annual Report on Form 40-F/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant:	MAGNA INTERNATIONAL INC.
By (Signature and Title):	/s/ Bassem Shakeel Bassem A. Shakeel Vice-President and Corporate Secretary
Date:	September 8, 2016

EXHIBIT INDEX

Exhibit 1*	Annual Information Form of the Registrant dated March 28, 2016.
Exhibit 2*	Registrant s Annual Report to Shareholders for the Year Ended December 31, 2015, which contains the Registrant s audited financial statements as at and for the two-year period ended December 31, 2015 and Management s Discussion and Analysis of Results of Operations and Financial Position (incorporated by reference to Exhibit 99.1 to Registrant s Report on Form 6-K dated March 28, 2016).
Exhibit 3**	Consent of Deloitte LLP.
Exhibit 99.1**	Certificate of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (D. Walker).
Exhibit 99.2**	Certificate of Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (V. Galifi).
Exhibit 99.3**	Certificate of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (D. Walker).
Exhibit 99.4**	Certificate of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (V. Galifi).
Exhibit 99.5**	Audited consolidated financial statements of the Registrant for the year ended December 31, 2015 including the Reports of Independent Public Registered Accounting Firm with respect thereto.
Exhibit 101*	Interactive Data File.

* Previously filed with the Securities and Exchange Commission

** Filed herewith