

MAGNA INTERNATIONAL INC
Form 8-A12B
November 24, 2015

**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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

MAGNA INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Province of Ontario, Canada
(State or other jurisdiction of incorporation or
organization)

Not Applicable
(I.R.S. Employer Identification No.)

337 Magna Drive, Aurora, Ontario, Canada
(Address of principal executive offices)

L4G 7K1
(Zip Code)

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

**Title of each class
to be so registered**
1.900% Senior Notes due 2023

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

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) or (e), check the following box. X

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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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-194892**

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

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

The securities to be registered hereunder are 550,000,000 aggregate principal amount of 1.900% Senior Notes due 2023 (the Notes) of Magna International Inc., a corporation incorporated under the laws of the Province of Ontario, Canada (the Registrant). The description of the general terms and provisions of the Notes set forth under the caption Description of the Debt Securities in the prospectus dated April 9, 2014, included in Amendment No. 1 to the Registrant's registration statement on Form F-10 (File No. 333-194892) filed with the Securities and Exchange Commission on April 9, 2014, and under the caption Description of the Notes in the prospectus supplement thereto dated November 17, 2015, which was filed with the Securities and Exchange Commission pursuant to General Instruction I.L. of Form F-10 under the Securities Act of 1933, as amended, are incorporated by reference herein.

Item 2. Exhibits.

The following exhibits are filed herewith and are incorporated by reference:

- 4.1 Form of Indenture between the Registrant and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit No. 7.1 to Amendment No. 1 to the Registrant's registration statement on Form F-10 (File No. 333-194892) filed on April 9, 2014).
- 4.2 Third Supplemental Indenture, dated as of November 24, 2015, among the Registrant, The Bank of New York Mellon, as trustee, and The Bank of New York Mellon, London Branch, as paying agent (including the form of Note attached as Exhibit A to the Third Supplemental Indenture) (incorporated by reference to Exhibit No. 99 to the Registrant's Report on Form 6-K (File No. 001-11444) filed on November 24, 2015).

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.

MAGNA INTERNATIONAL INC.

Date: November 24, 2015

By: /s/ Bassem A. Shakeel
Name: Bassem A. Shakeel
Title: Vice-President and Corporate Secretary

Exhibit Index

Exhibit Number	Description
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