

BORGWARNER INC  
Form 10-K/A  
March 30, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
Form 10-K/A  
ANNUAL REPORT  
(Amendment No. 1)

(Mark One)

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2015

OR

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-12162

BorgWarner Inc.

(Exact name of registrant as specified in its charter)

Delaware

13-3404508

State or other jurisdiction of

(I.R.S. Employer Identification No.)

Incorporation or organization

3850 Hamlin Road,

Auburn Hills, Michigan 48326

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 754-9200

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

Title of each class

Name of each  
exchange on  
which registered  
New York Stock  
Exchange

Common Stock, par value \$0.01 per share

Securities registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 ☒ No ☐

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated ☒ Accelerated ☐ Non-accelerated ☐ Smaller reporting ☐  
filer filer filer company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The aggregate market value of the voting common stock of the registrant held by stockholders (not including voting common stock held by directors and executive officers of the registrant) on June 30, 2015 (the last business day of the most recently completed second fiscal quarter) was approximately \$12.8 billion.

As of February 5, 2016, the registrant had 218,638,591 shares of voting common stock outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated herein by reference into the Part of the Form 10-K indicated.

Document	Part of Form 10-K into which incorporated
Portions of the BorgWarner Inc. Proxy Statement for the 2016 Annual Meeting of Stockholders	Part III

BORGWARNER INC.

Table of Contents

ITEM 15. - Exhibits and Financial Statement Schedules.

EXHIBIT NO.	DESCRIPTION
3.2/4.2	Amended and Restated By-Laws of the Company, as amended.
31.1	Rule 13a-14(a) Certificate of Chief Executive Officer.
31.2	Rule 13a-14(a) Certificate of Principal Financial Officer.

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Explanatory Note

The Registrant is filing this amendment to its Annual Report on Form 10-K for the year ended December 31, 2015 as originally filed with the Securities and Exchange Commission on February 11, 2016 (the "Form 10-K"). The sole purpose of this Form 10-K/A is to include a correct version of Exhibit 3.2/4.2.

Except as described above, no other changes have been made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-K. Additionally, in connection with the filing of this Form 10-K/A and pursuant to Rule 12b-15 of the Exchange Act, the certifications of our principal executive officer and principal financial officer are also attached as exhibits hereto.

ITEM 15. - Exhibits and Financial Statement Schedules.

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BORGWARNER INC.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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.

BorgWarner Inc.

Date: March 30, 2016

/s/ Ronald T. Hundzinski  
Ronald T. Hundzinski  
Vice President and Chief Financial Officer