

BORGWARNER INC  
Form 8-K  
November 19, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2012

BORGWARNER INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation)

1-12162

(Commission File No.)

13-3404508

(IRS Employer Identification  
No.)

3850 Hamlin Road, Auburn Hills, Michigan 48326

(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 13, 2012, John G. Sanderson, President, Business Strategy, informed the Company that he will retire from the Company effective December 31, 2012. In recognition of Mr. Sanderson's service to the Company, the Compensation Committee accelerated the vesting of restricted stock granted to him in 2010 and portions of restricted stock grants awarded to him in 2011 and 2012, and the Committee waived the requirement that he remain employed throughout the performance period for all of the performance shares awarded to him for the 2011-2013 period and a portion of the performance shares awarded to him for the 2012-2014 period.

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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.

Dated: November 19, 2012

By:

BORGWARNER INC.

/s/ John J. Gasparovic

Name: John J. Gasparovic

Its: Secretary