

DELPHI CORP
Form 8-K
October 20, 2005

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) October 17, 2005
Delphi 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 of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|------------------------------------------------------|--------------|
| <u>5725 Delphi Drive, Troy, MI</u> | <u>48098</u> |
| (Address of Principal Executive Offices) | (Zip Code) |
| <u>(248) 813-2000</u> | |
| (Registrant's Telephone Number, Including Area Code) | |

(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 (see General Instruction A.2. below):
- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

ITEM 8.01 OTHER EVENTS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits. The following exhibit is being filed as part of this report.

SIGNATURE

Exhibit Index

Presentation Materials for October 17, 2005 Organizational Meeting of Creditors

Table of Contents

ITEM 8.01 OTHER EVENTS

On October 17, 2005, Delphi Corporation and certain of its U.S. subsidiaries (Delphi or the Company) held an organizational meeting of creditors in New York, New York in connection with their voluntary petition for reorganization under Chapter 11 of Title 11 of the United States Bankruptcy Code. During the presentation, Delphi s representatives discussed various matters relating to the reorganization. A copy of the presentation materials is attached as Exhibit 99 (a) to this Current Report on Form 8-K.

Additional information on Delphi s filing under the United States Bankruptcy Code, including access to court documents and other general information about the chapter 11 cases, is available online at www.delphidocket.com. This Current Report on Form 8-K, including the exhibit being filed as part of this report, as well as other statements made by Delphi may contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, that reflect, when made, the Company s current views with respect to current events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the Company s operations and business environment which may cause the actual results of the Company to be materially different from any future results, express or implied, by such forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, the following: the ability of the Company to continue as a going concern; the ability of the Company to operate pursuant to the terms of the DIP facility; the Company s ability to obtain court approval with respect to motions in the chapter 11 proceeding prosecuted by it from time to time; the ability of the Company to develop, prosecute, confirm and consummate one or more plans of reorganization with respect to the chapter 11 cases; risks associated with third parties seeking and obtaining court approval to terminate or shorten the exclusivity period for the Company to propose and confirm one or more plans of reorganization, for the appointment of a chapter 11 trustee or to convert the cases to chapter 7 cases; the ability of the Company to obtain and maintain normal terms with vendors and service providers; the Company s ability to maintain contracts that are critical to its operations; the potential adverse impact of the chapter 11 cases on the Company s liquidity or results of operations; the ability of the Company to fund and execute its business plan; the ability of the Company to attract, motivate and/or retain key executives and associates; and the ability of the Company to attract and retain customers. Other risk factors are listed from time to time in the Company s SEC reports, including, but not limited to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2005. Delphi disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Similarly, these and other factors, including the terms of any reorganization plan ultimately confirmed, can affect the value of the Company s various pre-petition liabilities, common stock and/or other equity securities. No assurance can be given as to what values, if any, will be ascribed in the bankruptcy proceedings to each of these constituencies. Accordingly, the Company urges that the appropriate caution be exercised with respect to existing and future investments in any of these liabilities and/or securities.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits. The following exhibit is being filed as part of this report.

| Exhibit Number | Description |
|---------------------------|----------------------------------------------------------------------------------|
| 99 (a) | Presentation Materials for October 17, 2005 Organizational Meeting of Creditors. |

SIGNATURE

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 CORPORATION

(Registrant)

Date: October 20, 2005

By: /s/ JOHN D. SHEEHAN
(John D. Sheehan,
Vice President and Chief Restructuring
Officer,
Chief Accounting Officer and Controller)

Table of Contents

Exhibit Index

**Exhibit
Number**

Description