

BORGWARNER INC  
Form 8-K  
July 30, 2014

UNITED STATES 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): July 30, 2014  
BORGWARNER INC.

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(Exact name of registrant as specified in its charter)

Delaware  
State or other jurisdiction of  
Incorporation or organization

1-12162  
Commission File No.

13-3404508  
(I.R.S. Employer  
Identification No.)

3850 Hamlin Road, Auburn Hills, Michigan  
(Address of principal executive offices)

48326  
(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 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year

In April 2014, stockholders of BorgWarner Inc. (the "Company") approved an amendment to the Company's Certificate of Incorporation that deleted a requirement that the Company's directors be divided into three classes. On July 30, 2014, the Company's Board of Directors amended the Company's By-Laws to eliminate the possibility of a conflict between the Certificate of Incorporation and the Company's By-Laws regarding declassification of the Board of Directors. The text of the amendment of the By-Laws is set forth as Exhibit 3.1/4.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being filed as part of this Report.

Exhibit Number	Description
3.1/4.1	Amendment to Article III, Sections 2 and 7 of the Company's By-Laws

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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.

**BORGWARNER INC.**

Date: July 30, 2014

By: /s/ John J. Gasparovic  
Name: John J. Gasparovic  
Its: Secretary

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EXHIBIT INDEX

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