

MAGNA INTERNATIONAL INC  
Form SUPPL  
June 11, 2014

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File No. 333-194892

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, Dated June 11, 2014**

**PROSPECTUS SUPPLEMENT  
(To Prospectus Dated April 9, 2014)**

New Issue

\$  
**Magna International Inc.**  
% Senior Notes due

We are offering \$ \_\_\_\_\_ aggregate principal amount of \_\_\_\_\_ % Senior Notes due \_\_\_\_\_, (the "notes"). We will pay interest on the notes semi-annually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning on \_\_\_\_\_, 2014. We may redeem the notes in whole or in part at any time and from time to time at the redemption prices described in this prospectus supplement under the caption "Description of the Notes Optional Redemption." We also have the right to redeem the notes, in whole but not in part, at 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption, in certain circumstances in which we would become obligated to pay additional amounts under the notes as described under "Description of the Debt Securities Optional Tax Redemption" in the accompanying prospectus. If we experience a change of control triggering event, we will be required to offer to repurchase the notes from holders at 101% of the principal amount thereof plus accrued and unpaid interest to, but excluding, the repurchase date except as described under "Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event."

The notes will be our senior unsecured obligations and will rank equally with all our other existing and future senior unsecured obligations.

**Investing in the notes involves risks. See "Risk Factors" beginning on page S-17.**

**We are permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus supplement and the accompanying prospectus in accordance with the disclosure requirements of Canada. Prospective investors should be aware that such requirements are different from those of the United States.**

**Prospective investors should be aware that the acquisition of the notes described herein may have tax consequences both in the United States and in Canada. Such consequences for investors who are resident in, or citizens of, the United States may not be fully described herein.**

**The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that we are an Ontario corporation, that some of our officers and directors are residents of foreign countries, that some of the underwriters or experts named in the registration statement are residents of Canada and that a substantial portion of our assets and those of such persons may be located outside the United States.**

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These securities have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC") or any U.S. state securities regulator nor has the SEC or any U.S. state securities regulator passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price(1)	%	\$
Underwriting commissions	%	\$
Proceeds to the Company (before expenses)(1)	%	\$

(1) Plus accrued interest, if any, from \_\_\_\_\_, 2014, if settlement occurs after that date.

The underwriters, as principals, conditionally offer the notes, subject to prior sale, if as and when issued by us, and accepted by the underwriters in accordance with the conditions contained in the underwriting agreement referred to under "Underwriting" in this prospectus supplement. The underwriters expect to deliver the notes to purchasers in book-entry only form through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about \_\_\_\_\_, 2014.

**We will not apply to list the notes on any securities exchange or to include the notes on any automated quotation system. There is no market through which the notes may be sold and purchasers may not be able to resell the notes purchased under this prospectus supplement and the accompanying prospectus. This may affect the pricing of the notes in the secondary market, the transparency and availability of trading prices and the liquidity of the securities.**

In connection with the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Such transactions, if commenced, may be discontinued at any time. See "Underwriting."

**Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BNP Paribas Securities Corp. and Scotia Capital (USA) Inc. are affiliates of banks that are currently lenders under our unsecured revolving credit facility. Consequently, we may be considered to be a "connected issuer" of each of these underwriters under Canadian securities laws. See "Underwriting."**

*Joint Book-Running Managers*

**BofA Merrill Lynch  
BNP PARIBAS**

**Citigroup  
Scotiabank**

The date of this prospectus supplement is \_\_\_\_\_, 2014.

We have not, and the underwriters have not, authorized anyone to provide you with information other than the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus we have authorized. We take no responsibility for and can make no assurance as to the reliability of any other information that others may give you. We are not, and the underwriters are not, making an offer of these notes in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus we have authorized is accurate as of any date other than the date on the front of that document. Our business, financial condition, results of operations and prospectus may have changed since those dates.

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**Prospectus**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes that we are offering and other matters relating to us and our financial condition. The second part is the accompanying short form base shelf prospectus dated April 9, 2014 (the "accompanying prospectus"), which gives more general information about securities we may offer from time to time, some of which does not apply to the notes we are offering. The description of the terms of the notes in this prospectus supplement supplements the description in the accompanying prospectus under "Description of the Debt Securities," and to the extent it is inconsistent with that description, the information in this prospectus supplement replaces the information in the accompanying prospectus. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If information in this prospectus supplement differs from information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

Except as used in "Description of the Notes," as the context otherwise requires, or as otherwise specified or used in this prospectus supplement or the accompanying prospectus, the terms "we," "our," "us," "the Company" and "Magna International" refer to Magna International Inc. and its subsidiaries.

All amounts referred to in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference are presented in U.S. dollars, in each case, unless otherwise stated.

The distribution of this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized and the offering of the notes in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized should inform themselves about and observe any such restrictions. This prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement, the accompanying prospectus or any free writing prospectus we have authorized to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the notes. We are not making any representation to you regarding the legality of an investment in the notes by you under applicable investment or similar laws.

You should read and consider all information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized before making your investment decision.

**DOCUMENTS INCORPORATED BY REFERENCE**

The following documents with respect to Magna International filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this prospectus supplement and the accompanying prospectus:

- (a) our Annual Information Form for the year ended December 31, 2013, dated March 26, 2014;
- (b) our Audited Consolidated Financial Statements as at December 31, 2013 and 2012 and for each of the years in the three year period ended December 31, 2013, together with the notes thereto and the auditors' report thereon;
- (c) Management's Discussion and Analysis of our results of operations and financial position for the year ended December 31, 2013;
- (d) our Unaudited Interim Consolidated Financial Statements for the three-month period ended March 31, 2014, together with the notes thereto;
- (e) Management's Discussion and Analysis of our results of operations and financial position for the three-month period ended March 31, 2014; and
- (f) our Management Proxy Circular in connection with the annual meeting of our shareholders held on May 8, 2014.

Any documents of the type referred to above, any unaudited interim financial statements and management's discussion and analysis relating thereto and any material change reports (excluding confidential material change reports) or business acquisition reports, all as filed by the Company with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this prospectus supplement and prior to the termination of the offering of the notes pursuant to this prospectus supplement and the accompanying prospectus, shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus. Any such documents of the type referred to in the preceding sentence incorporated by reference in this prospectus supplement contained in reports on Form 40-F or Form 6-K which we file with or furnish to the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes to which this prospectus supplement and the accompanying prospectus relate shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus and as an exhibit to the Registration Statement on Form F-10 of which this prospectus supplement and the accompanying prospectus form a part. In addition, any other documents contained in reports on Form 6-K, if and to the extent expressly provided in such reports on Form 6-K, which we furnish to the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes to which this prospectus supplement and the accompanying prospectus relate shall be deemed to be incorporated as an exhibit to the Registration Statement on Form F-10 of which this prospectus supplement and the accompanying prospectus form a part.

Any statement contained in this prospectus supplement and the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference herein and therein shall be deemed to be modified or superseded for the purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein and therein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a

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misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of Magna International Inc. at 337 Magna Drive, Aurora, Ontario, Canada L4G 7K1, telephone: (905) 726-2462, and are also available electronically at [www.sedar.com](http://www.sedar.com).

Upon a new Management Proxy Circular, Annual Information Form or new interim or annual financial statements, together with the auditors' report thereon and management's discussion and analysis contained therein, being filed by us with the applicable securities regulatory authorities during the currency of this prospectus supplement and the accompanying prospectus, the previous Annual Information Form, Management Proxy Circular, interim or annual financial statements and all material change reports, and information circulars filed prior to the commencement of our financial year in which the new Management Proxy Circular, Annual Information Form or interim or annual financial statements are filed shall be deemed no longer to be incorporated into this prospectus supplement and the accompanying prospectus for purposes of future offers and sales of notes hereunder.

### FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including those documents incorporated by reference, may contain forward-looking information or forward-looking statements within the meaning of applicable securities legislation (including within the meaning of the Securities Act (Ontario) and within the meaning Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). These forward-looking statements include, but are not limited to, statements relating to: our use of proceeds of the offering of the notes under this prospectus supplement and the accompanying prospectus; implementation of our business strategy, including our targeted capital structure; future returns of capital to our shareholders, including through dividends and share repurchases; future growth prospects of our business, including through organic growth, acquisitions, joint ventures or as a result of supplier consolidation; operational improvement in our underperforming operations, including in Western Europe and South America; and estimates of future environmental clean-up and remediation costs. The forward-looking information in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein is presented for the purpose of providing information about management's current expectations and plans and such information may not be appropriate for other purposes. Forward-looking statements may include financial and other projections, as well as statements regarding our future plans, objectives or economic performance, or the assumptions underlying any of the foregoing, and other statements that are not recitations of historical fact. We use words such as "may", "would", "could", "should", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "outlook", "project", "estimate" and similar expressions suggesting future outcomes or events to identify forward-looking statements.

Any such forward-looking statements are based on information currently available to us, and are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. However, whether actual results and developments will conform with our expectations and predictions is subject to a number of risks, assumptions and uncertainties, many of which are beyond our control, and the effects of which can be difficult to predict, including, without limitation:

the impact of economic or political conditions on consumer confidence and consumer demand for vehicles and vehicle production;

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restructuring, downsizing or other significant non-recurring costs, including in our European business;

fines or penalties imposed by antitrust and regulatory authorities, including the German Cartel Office;

our ability to grow our business with Asian based customers;

continued underperformance of one or more of our operating divisions;

ongoing pricing pressures, including our ability to offset price concessions demanded by our customers;

our ability to successfully launch material new or takeover business;

shifts in market share away from our top customers;

shifts in market shares among vehicles or vehicle segments, or shifts away from vehicles on which we have significant content;

risks of conducting business in foreign markets, including China, India, Russia, Brazil, Argentina, Eastern Europe and other non-traditional markets for us;

a prolonged disruption in the supply of components to us from our suppliers;

shutdown of our or our customers' or sub suppliers' production facilities due to a work stoppage or labour dispute;

scheduled shutdowns of our customers' production facilities (typically in the third and fourth quarters of each calendar year);

our ability to successfully compete with other automotive suppliers;

a reduction in outsourcing by our customers or the loss of a material production or assembly program;

the termination or non-renewal by our customers of any material production purchase order;

our ability to consistently develop innovative products or processes;

impairment charges related to goodwill and long-lived assets;

exposure to, and ability to offset, volatile commodities prices;

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fluctuations in relative currency values;

our ability to successfully identify, complete and integrate acquisitions or achieve anticipated synergies;

our ability to conduct sufficient due diligence on acquisition targets;

warranty and recall costs;

risk of production disruptions due to natural disasters;

pension liabilities;

legal claims and/or regulatory actions against us;

changes in our mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as our ability to fully benefit tax losses;

other potential tax exposures;

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changes in credit ratings assigned to us;

changes in laws and governmental regulations;

costs associated with compliance with environmental laws and regulations;

liquidity risks as a result of unanticipated deterioration of economic conditions;

our ability to achieve future investment returns that equal or exceed past returns;

the unpredictability of, and fluctuation in, the trading price of our common shares; and

other factors set out in our most recent Annual Information Form filed with securities commissions in Canada and our most recent Annual Report on Form 40-F filed with the SEC, and subsequent filings.

In evaluating forward-looking statements, we caution readers not to place undue reliance on any forward-looking statements and readers should specifically consider the various factors which could cause actual events or results to differ materially from those indicated by such forward-looking statements. Unless otherwise required by applicable securities laws, we do not intend, nor do we undertake any obligation, to update or revise any forward-looking statements to reflect subsequent information, events, results or circumstances or otherwise.

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**SUMMARY**

*The following summary highlights information from this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. It is not complete and may not contain all of the information that you should consider before investing in our notes. We encourage you to read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in their entirety before making an investment decision, including the information set forth under the heading "Risk Factors."*

**Magna International Inc.**

**Overview**

We are a leading global automotive supplier with 315 manufacturing operations and 82 product development, engineering and sales centres in 29 countries. Our over 128,000 employees are focused on delivering superior value to our customers through innovative products and processes built on World Class Manufacturing. Our product and service capabilities include:

Interior Systems

Exterior Systems

Seating Systems

Powertrain Systems

Closure Systems

Roof Systems

Body and Chassis Systems

Electronic Systems

Vision Systems

Vehicle Engineering & Contract Assembly

Our success is directly dependent upon the levels of North American and European (and currently, to a lesser extent, Asian and Rest of World) car and light truck production by our customers. Given the differences between the regions in which we operate, our operations are segmented on a geographic basis. Beginning in the fourth quarter of 2013, our segments consist of North America, Europe, Asia and Rest of World. We maintain management teams in each of our two primary markets, North America and Europe. The role of the North American and European management teams is to manage our interests to ensure a coordinated effort across our different product capabilities. In addition to maintaining key customer, supplier and government contacts in their respective markets, the regional management teams centrally manage key aspects of our operations while permitting the divisions enough flexibility through our decentralized structure to foster an entrepreneurial environment. Our internal financial reporting separately segments key internal operating performance measures between North America, Europe, Asia and Rest of World.

Our North American production sales accounted for approximately 48% and 50% of our consolidated sales in 2013 and 2012, respectively. Our primary customers in North America in 2013 included BMW, Daimler, Fiat/Chrysler, Ford, General Motors, Honda, Hyundai-Kia, Mazda, Renault-Nissan, Tata Motors, Tesla, Toyota and Volkswagen.

Our European production and vehicle assembly sales accounted for approximately 38% and 37% of our consolidated sales in 2013 and 2012, respectively. Our primary customers in Europe in 2013 included BMW, Daimler, Fiat/Chrysler, Ford, Geely, General Motors, Hyundai-Kia, PSA Peugeot Citroën, Renault-Nissan, Tata Motors, Toyota and Volkswagen.

Our Asian production sales accounted for approximately 4% and 3% of our consolidated sales in 2013 and 2012, respectively. Our primary customers in Asia in 2013 included BMW, Brilliance Auto, Chang'an Motors, Chery Automobile, Daimler, Fiat/Chrysler, First Automobile Works, Ford, Geely, General Motors, Honda, Hyundai-Kia, Isuzu Motors, PSA Peugeot Citroën, Renault-Nissan, Suzuki, Toyota and Volkswagen.



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Our Rest of World production sales accounted for approximately 2% and 3% of our consolidated sales in 2013 and 2012, respectively. Our primary customers in Rest of World in 2013 included Daimler, Fiat/Chrysler, Ford, General Motors, Renault-Nissan and Volkswagen.

Worldwide sales to our six largest customers represented the following proportions of our consolidated sales in 2013 and 2012:

Customer	2013	2012
General Motors	18%	19%
Fiat/Chrysler	15%	15%
BMW	14%	13%
Ford	13%	13%
Volkswagen	12%	12%
Daimler	11%	11%
Other	17%	17%
Total	100%	100%

### Strategy

Our board of directors is responsible for overseeing our long-term strategy and allocating capital through a capital expenditures budget which supports the strategic priorities approved by the board, as well as our product and program commitments to our customers. Through our strategy, we seek to strengthen our position as a leading global automotive supplier and generate sustainable growth in order to create long-term shareholder value. The elements of our strategy include the operational and growth priorities discussed below.

#### *Operational Priorities*

**Accelerated Focus on Innovation and Technology.** We seek to be recognized by our customers as an industry leader in product, process and materials innovation. In order to help achieve this strategic goal, we intend to continue to direct significant resources to commercialize new products and processes which will provide additional value to our customers in such areas as:

weight reduction or "light-weighting";

fuel efficiency and reduced emissions;

active and passive safety; and

comfort, convenience and vehicle connectivity.

**World Class Manufacturing.** Our goal is to be recognized as a leader in "World-Class Manufacturing". Our global operating units have embraced this goal and we are committed to achieving "best in class" performance in all areas of manufacturing at each of our operating divisions globally. We monitor our progress in achieving our goal of world-class manufacturing using an assessment process similar to that used by our customers in evaluating their suppliers, supplemented with elements we view as critical to achieving world-class manufacturing in accordance with our Operational Principles.

**Leadership Development.** A key element of the success of our business remains our ability to attract, retain and develop skilled personnel to match the pace of our global growth. We have implemented and continue to enhance our Leadership Development System to help identify, train and develop future leaders with the skills and expertise needed to manage a complex, global business.



**Focus on Operational Improvement.** We continue to place strong emphasis on making adjustments to our existing manufacturing footprint to strengthen our competitive position and turning-around underperforming divisions, particularly in Western Europe and South America. In Europe, we continue to implement our restructuring plans in order to address current conditions in the European automotive industry, including restructuring actions of our customers, and to remain cost competitive over the long-term. In certain of our South American operations, we continue to face, and attempt to mitigate, inflationary cost increases that are having an adverse impact on our operating results for our Rest of World segment.

#### **Growth Priorities**

**Enhancing our Capital Structure.** We have returned significant amounts of capital to our shareholders in recent years in the form of dividends and share repurchases. In order to enhance the efficiency of our capital structure and continue to create shareholder value, we intend to reduce the amount of cash on our balance sheet from current levels, including by continuing to return appropriate amounts of capital to shareholders, while modestly increasing our debt. We have targeted an Adjusted Debt ratio of 1.0 1.5 times EBITDAR (earnings before interest, taxes, depreciation, amortization, and rent costs) by the end of 2015. We believe achieving this target will increase the efficiency of our capital structure while enabling us to continue to maintain high investment grade rating. We expect this will allow us to continue to maintain a strong financial position with sufficient liquidity to operate our business effectively throughout the business cycle. In addition, it is expected to provide us further flexibility to invest for organic growth and make prudent acquisitions.

**Organic Growth and M&A.** We expect that our future expansion will continue to occur primarily through organic growth. However, we continue to consider acquisition opportunities that allow us to: expand our customer base; strengthen our position in priority product areas or facilitate entry into new product areas; expand in growing geographic markets; or acquire innovative technologies. Additionally, we regularly evaluate our existing product capabilities and, in some cases, we may exit product areas where our competitive position is not sufficiently strong or our level of investment return does not justify continued investment. We may also exit product areas where we believe that our capital resources could be better utilized elsewhere, including through the pursuit of acquisition opportunities.

**Pursuing Business on Global Vehicle Platforms.** The proliferation of global vehicle platforms and increased platform and component sharing among automobile manufacturers requires global suppliers with financial strength and capability to support automobile manufacturers' regional product development activities and produce common products simultaneously in multiple regions around the world. We believe that our strong financial position, operational scale, technological know-how and global customer relationships support us in realizing the opportunities presented by the growth in global platforms and component sharing.

**Focus on Growing Markets.** In recognition of the fact that much of the future growth potential in the automotive industry lies in growing markets outside of North America and Western Europe, we will continue to focus on markets that have or are expected to become key regions for vehicle production, including China, Brazil, India, Eastern Europe and other non-traditional markets for us. This strategy allows us to support the global needs of our traditional North American and European customers and to make inroads with other customers. While emphasizing growing markets, we remain focused on ensuring that we can successfully compete in products that can be manufactured globally to take advantage of the continuing trend towards building higher volumes of vehicles from single global platforms.

### *Diversifying our Automotive Sales Base*

Although we sell to all of the world's largest automobile manufacturers and are present in all significant automobile producing regions in the world, a substantial proportion of our business has traditionally been with the Detroit 3 automobile manufacturers in North America (General Motors, Fiat/Chrysler and Ford) and the German-based automobile manufacturers in Western Europe (BMW, Daimler and Volkswagen). Although we aim to maintain and grow our business with our traditional customers, we seek to further diversify our sales, as profitable opportunities arise, as follows:

**Region:** by increasing the proportion of our business in non-traditional markets for us,

**Customer:** by increasing the proportion of our business with an expanded customer base, including with Asian-based automobile manufacturers, and

**Vehicle Segment:** by increasing the proportion of our business in the B to D (sub-compact to mid-size car) segments.

We aim to further diversify our sales base in coming years by: continuing to demonstrate our technical capabilities; pursuing new programs from our customers, with particular emphasis on global platforms and expansion in non-traditional markets; and pursuing takeover business to take advantage of consolidation and cooperation in the automotive supply industry. At the same time, we seek to protect our position in our traditional markets through innovation in technology, processes and products.

### *Creating Long-Term Shareholder Value*

We believe that success in executing the elements of our strategy discussed above, together with the following actions will help us continue to create long-term shareholder value:

reinforcing our commitment to conducting business in a legal and ethical manner, as embodied in our Employee's charter, our Operational Principles and our Code of Conduct and Ethics;

reinforcing our unique, decentralized, entrepreneurial corporate culture;

maintaining our executive compensation system which directly links executive compensation and corporate performance, as measured by profitability;

maintaining our employee equity participation and profit sharing plans;

allocating capital resources strategically; and

continuing to focus on growing our earnings.

### **Corporate Information**

We were originally incorporated under the laws of the Province of Ontario, Canada on November 16, 1961. Our charter documents currently consist of restated articles of incorporation dated December 31, 2010, which were issued pursuant to the *Business Corporations Act* (Ontario).

Our registered and head office is located at 337 Magna Drive, Aurora, Ontario, Canada L4G 7K1. Our common shares are listed and posted for trading on the Toronto Stock Exchange under the trading symbol "MG", and on the New York Stock Exchange under the trading symbol "MGA".



### The Offering

*The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of the Notes" section of this prospectus supplement and the "Description of the Debt Securities" section of the accompanying prospectus contain a more detailed description of the terms and conditions of the notes. As used in this section, "we," "our" and "us" refer to Magna International Inc. and not to its subsidiaries.*

<b>Issuer</b>	Magna International Inc.
<b>Securities Offered</b>	\$                    aggregate principal amount of                    % Senior Notes due                    .
<b>Maturity Date</b>	The notes will mature on                    ,                    .
<b>Interest Rate</b>	The notes will bear interest at a rate of                    % per year.
<b>Interest Payment Dates</b>	Interest on the notes will be payable semi-annually in arrears on                    and                    of each year, beginning on                    , 2014.
<b>Optional Redemption</b>	We may redeem the notes in whole or in part at any time and from time to time at the redemption prices described in this prospectus supplement under the caption "Description of the Notes - Optional Redemption."
<b>Additional Amounts</b>	In the event that certain taxes are payable in respect of payments on the notes, we will, subject to certain exceptions, pay such additional amounts as will result, after deduction or withholding of such taxes, in the payment of the amounts which would have been payable in respect of the notes had no such withholding or deduction been required. Our obligation to pay additional amounts to any holder that is not a U.S. holder will be limited to the amounts that we would be required to pay as described above to such holder if, at all relevant times, such holder were a U.S. holder entitled to the benefits of the Canadian-U.S. Income Tax Convention (1980), as amended, including any existing protocols thereto, all as in effect as of the date the notes are issued. See "Description of the Debt Securities - Payment of Additional Amounts" in the accompanying prospectus.
<b>Optional Tax Redemption</b>	The notes may be redeemed at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption, in certain circumstances in which we would become obligated to pay additional amounts under the notes as described under "Description of the Debt Securities - Optional Tax Redemption" in the accompanying prospectus.

**Offer to Repurchase Upon  
Change of Control Triggering  
Event**

If we experience a "Change of Control Triggering Event" (as defined in this prospectus supplement) with respect to the notes, unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or a portion of such holder's notes at a price equal to 101% of the principal amount of the notes repurchased plus accrued and unpaid interest to, but excluding, the date of repurchase as described more fully under "Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event."

**Ranking**

The notes will be our senior unsecured obligations and will rank equally with all our existing and future senior unsecured obligations.

The notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries and will be effectively subordinated to any secured indebtedness and other liabilities of ours to the extent of the assets securing the same. At March 31, 2014, on a consolidated basis, we had outstanding approximately \$8.942 billion of indebtedness and other liabilities, substantially all of which were indebtedness and other liabilities of our subsidiaries to which the notes would have been structurally subordinated. As of the date of this prospectus supplement we had no secured debt outstanding.

**Certain Covenants**

The indenture governing the notes will, among other things, limit our and our restricted subsidiaries' ability to:

incur secured indebtedness;

enter into certain sale and leaseback transactions; and

enter into certain mergers, amalgamations, consolidations and transfers of substantially all our assets.

The above restrictions are subject to significant exceptions. See "Description of the Notes Covenants Applicable to the Notes" in this prospectus supplement and "Description of the Debt Securities Merger" in the accompanying prospectus.

**Use of Proceeds**

We estimate that the net proceeds from this offering will be approximately \$ million, after deducting the underwriting commissions and our estimated expenses of the offering. We intend to use the net proceeds for general corporate purposes, which may include capital expenditures and acquisitions. See "Use of Proceeds."

**Denominations**

The notes will be issued only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof.

**Form of Notes**

We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company ("DTC"). See "Forms of the Debt Securities" and "Book-Entry Procedures and Settlement" in the accompanying prospectus.

**Governing Law**

The notes and the indenture under which they will be issued will be governed by the laws of the State of New York.

**Trustee**

The Bank of New York Mellon.

**Risk Factors**

You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under "Risk Factors" in this prospectus supplement before deciding whether to invest in the notes.

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**Selected Consolidated Financial Data**

The following table sets forth our selected consolidated financial data. Income statement data and financial position data as at and for each of the three years ended December 31, 2013 are derived from our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The income statement data and financial position data as at and for the three-month periods ended March 31, 2014 and 2013 have been derived from our unaudited interim consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The unaudited interim consolidated financial statements as at and for the three-month periods ended March 31, 2014 and 2013 were prepared on a basis consistent with that used in preparing our audited consolidated financial statements and include all adjustments, consisting of normal and recurring items, that we consider necessary for a fair presentation of our financial position and results of operations for the unaudited periods.

Our historical results are not necessarily indicative of our future operating results, and interim results for the three months ended March 31, 2014 are not projections for the results to be expected for the year ending December 31, 2014. You should read the following information in conjunction with our financial statements and notes thereto and the other financial information included or incorporated by reference in this prospectus supplement.

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>March 31,</b>		<b>2013</b>	<b>2012</b>	<b>2011</b>
	<b>2014</b>	<b>2013</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
	(in millions, except for per share data)				
<b>Income Statement Data:</b>					
<b>Vehicle Production Volumes</b>					
North America	4.190	4.015	16.180	15.448	13.153
Europe	5.130	4.762	19.272	19.433	20.248
<b>Sales</b>					