
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DELPHI TECHNOLOGIES PLC

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

This Schedule 14A filing consists of the following communications relating to the proposed acquisition of Delphi Technologies PLC (“Delphi Technologies” or the “Company”) by BorgWarner Inc., a Delaware corporation (“Buyer” or “BorgWarner”), pursuant to the terms of a Transaction Agreement, dated January 28, 2020, by and between the Company and Buyer:

- (i) Email from Richard Dauch, Chief Executive Officer of the Company, attaching letter from Frédéric Lissalde, President and Chief Executive Officer of Buyer, distributed on February 18, 2020.
- (ii) Letter from Frédéric Lissalde, President and Chief Executive Officer of Buyer, distributed on February 18, 2020.
- (iii) Day One Business Structure / Leaders Presentation, distributed on February 18, 2020.

No Offer or Solicitation

This communication is being made in respect of the proposed acquisition (the “proposed transaction”) of Delphi Technologies by BorgWarner. This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. In particular, this communication is not an offer of securities for sale into the United States. No offer of securities shall be made in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or pursuant to an exemption from, or in a transaction not subject to, such registration requirements. Any securities issued in the proposed transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a) (10) of the Securities Act. In connection with the proposed transaction, Delphi Technologies will file certain proxy materials, which shall constitute the scheme document and the proxy statement relating to the proposed transaction (the “proxy statement”). The proxy statement will contain the full terms and conditions of the proposed transaction, including details with respect to the Delphi Technologies shareholder vote in respect of the proposed transaction. Any decision in respect of, or other response to, the proposed transaction should be made only on the basis of the information contained in the proxy statement.

Participants in the Solicitation

Delphi Technologies, BorgWarner and certain of their respective directors, executive officers and employees may be deemed “participants” in the solicitation of proxies from Delphi Technologies shareholders in respect of the proposed transaction. Information regarding the foregoing persons, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and any other relevant documents to be filed with the Securities and Exchange Commission (the “SEC”). You can find information about Delphi Technologies’ directors and executive officers in its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and its definitive proxy statement filed with the SEC on Schedule 14A on March 15, 2019. You can find information about BorgWarner’s directors and executive officers in its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and its definitive proxy statement filed with the SEC on Schedule 14A on March 15, 2019.

Additional Information and Where to Find It

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Notice Regarding Forward-Looking Statements

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consummation of the proposed transaction; changes in global, political, economic, business, competitive, market and regulatory forces; changes in tax laws, regulations, rates and policies; future business acquisitions or disposals; competitive developments; and the timing and occurrence (or non-occurrence) of other events or circumstances that may be beyond Delphi Technologies' or BorgWarner's control.

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General

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To the Delphi Technologies Team,

I am pleased to forward onto you a letter from Fred Lissalde, BorgWarner's CEO, regarding some important decisions about the structure and leadership of the future combined company.

While we continue to operate as separate companies until closing, these decisions are critical to ensuring that we can hit the ground running as a combined company, which we anticipate happening at some point in the second half of the year. I believe the combined company under the new structure and leadership will be well-positioned to capitalize on the complementary nature of our businesses and accelerate the work we can do on behalf of our collective customers.

I recognize that change can be hard, but I am confident that there will be benefits arising from enhanced opportunities as part of a combined company with greater resources and assets. Delphi Technologies' employees are important to the future and ensuring that this combination is a success. I encourage everyone to stay focused on executing our strategy and on the significant opportunities ahead.

Please do not hesitate to reach out with questions – you can do so via your manager or the [SharePoint site](#).

Be the best!

Rick

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BorgWarner Inc.

World Headquarters

3850 Hamlin Road
Auburn Hills
Michigan 48326, USA

Frédéric Lissalde

President and Chief Executive Officer

February 18, 2020

Subject: Integration Planning - Business Structure Update

Dear BorgWarner and Delphi Technologies Employees:

Integration planning efforts for the combination of our two companies are well underway and I am excited to share some important details about the planned structure and leadership of our future businesses.

Please remember that we are in the planning phase. We must continue to operate as two separate companies until the transaction closes, which is expected to be in the second half of this year.

To understand how we are coming together, it makes sense to first review how both companies are structured today:

BorgWarner	Delphi Technologies
Drivetrain: <ul style="list-style-type: none"> • PowerDrive Systems; • Transmission Systems; Engine: <ul style="list-style-type: none"> • Emissions, Thermal and Turbo Systems; • Morse Systems. 	<ul style="list-style-type: none"> • Electrification and Electronics; • Powertrain Products; • Fuel Injection Systems; • Aftermarket.

Immediate Changes at BorgWarner

In order to prepare for the most seamless integration, we determined that we first need to make some changes within BorgWarner to better focus certain product families. Beginning immediately, we will be shifting certain product responsibilities between BorgWarner's current PowerDrive Systems and Transmission Systems businesses. Specifically we will shift:

- All-wheel drive couplings, transfer cases and cross-axle systems from PowerDrive Systems to Transmission Systems; and
- Current hybrid Px products from Transmission Systems to PowerDrive Systems.

For those of you impacted by these changes, you should expect to hear from Stefan Demmerle and Volker Weng, shortly with more details about what this means for you and how you can help make the transition smooth.

Future Combined Structure

Through our planning efforts we evaluated and ultimately settled on a structure that we believe will help us realize our vision of creating a clean, energy efficient world. Once the transaction closes, we will have six businesses.

- **PowerDrive Systems.** Delphi Technologies' Electrification and Electronics business will be integrated into BorgWarner's PowerDrive Systems. This will create a business with a clear focus and broad capabilities to support hybrid and electric vehicle systems and stand-alone products.
- **Emissions, Thermal and Turbo Systems and Morse Systems.** We will split certain products from Delphi Technologies' Powertrain Products business that fit naturally into BorgWarner's Emissions, Thermal and Turbo Systems and Morse Systems businesses.
- **Transmission Systems.** There are no further integration changes planned to BorgWarner's Transmission Systems business beyond the shifting of product between Transmission Systems and PowerDrive Systems.
- **Fuel Injection Systems and Aftermarket.** We will continue to run Delphi Technologies' existing Fuel Injection Systems and Aftermarket as standalone businesses following the close. It is important to note that there will still be significant work done to integrate them into the BorgWarner systems and ways of doing business.

Once the transaction closes, we will continue to run the current BorgWarner Aftermarket business as we do today – within the four pre-existing BorgWarner businesses. Ultimately, our goal is to transition the BorgWarner Aftermarket business into the stand-alone Aftermarket business, but that will occur at a future date.

For those BorgWarner and Delphi Technologies employees who may be affected by these changes, your business leaders will be in touch to discuss what this may mean over time. However it is important to remember that this is the proposed structure post-transaction close, which should take place at some point in the second half of the year. Until then, BorgWarner and Delphi Technologies must operate in a business as usual mode.

Future Leaders

Along with these structural changes, I am excited to announce the Day One leaders of these six businesses, each of whom I know will continue to carry these businesses forward in meaningful ways:

Engine:

- Emission, Thermal and Turbo Systems will continue to be led by Joe Fadool;
- Morse Systems will continue to be led by Brady Ericson;
- Fuel Injection Systems will continue to be led by Kerem Erman;

Drivetrain:

- PowerDrive Systems will continue to be led by Stefan Demmerle;
- Transmission Systems will continue to be led by Volker Weng;

Aftermarket:

- The Aftermarket business will continue to be led by Alex Ashmore.



Work is ongoing on the wider integration plans to determine the appropriate corporate structure for the combined business. Our integration planning teams, led by the integration champions, Tania Wingfield from BorgWarner and Paul Farrell from Delphi Technologies, are developing the integration plans. Those teams, comprising employees from BorgWarner and Delphi Technologies, across all functional and business areas, met in Auburn Hill on February 13 and 14 to kick off this important work. Our goal is to be transparent with you about the process and we intend to provide timely updates as we have further information to share.

While there is a lot of work ahead for the integration teams, for most of us it is business as usual, and we need to continue to operate as two separate companies. You all have important work to do, and I know I can count on you to continue to run your area of the business and deliver the expected results.

If you have questions, please continue to refer them to your manager. While we are in the early stages of planning, we will do our best to address your questions over time, if we cannot answer them right away.

We have a very promising future and I look forward to continuing this journey with you.

Sincerely,

A handwritten signature in black ink, appearing to be the initials "S.F." with a stylized flourish at the end.

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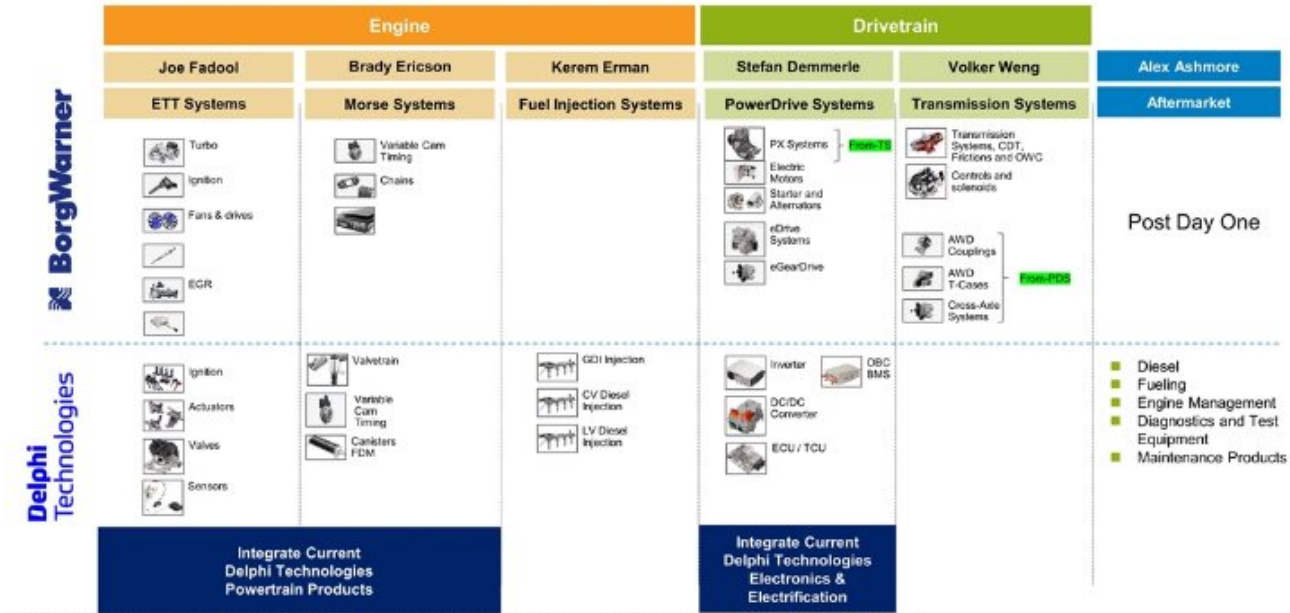
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Day One Business Structure / Leaders



BorgWarner

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