

DELPHI CORP  
Form 8-K/A  
April 01, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K/A  
Amendment No. 1  
to  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported) March 25, 2009  
Delphi Corporation  
(Exact Name of Registrant as Specified in Its Charter)**

Delaware

1-14787

38-3430473

(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

5725 Delphi Drive, Troy, MI

48098

(Address of Principal Executive Offices)

(Zip Code)

(248) 813-2000

(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):

- 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))
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**EXPLANATORY NOTE**

Delphi Corporation ( Delphi or the Company ) is filing this Form 8-K/A as Amendment No. 1 to its Current Report on Form 8-K that was filed with the United States Securities and Exchange Commission on March 31, 2009 (the Original Form 8-K ) solely for the purpose of filing the amendment (the Amendment ) to its accommodation agreement (as previously amended and supplemented through the date hereof, the Accommodation Agreement ) with the lenders under its existing debtor-in-possession financing agreement entered into on March 31, 2009 as Exhibit 99(a) in Item 9.01 Financial Statements and Exhibits. Refer to the Original Form 8-K for more information on the Amendment to the Accommodation Agreement.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

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

<b>Exhibit Number</b>	<b>Description</b>
99(a)	Second Amendment to the Accommodation Agreement, dated as of March 31, 2009

**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: April 1, 2009

By: /s/ JOHN D. SHEEHAN  
John D. Sheehan,  
Vice President and Chief Financial  
Officer