

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
September 29, 2011

**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): September 28, 2011

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

1-9618  
(Commission

36-3359573  
(I.R.S. Employer

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incorporation or organization)

File No.)

Identification No.)

**4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (630) 753-5000**

**60555**  
(Zip Code)

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 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT**

As previously disclosed, on September 9, 2009, Navistar, Inc. ( Navistar ), a principal operating subsidiary of Navistar International Corporation, entered into a Joint Venture Operating Agreement (the Operating Agreement ) with Caterpillar Inc. ( Caterpillar ). The Operating Agreement governed the operations of NC2 Global LLC ( NC2 ), a joint venture formed by Navistar and Caterpillar for the purpose of developing, designing, testing, manufacturing, assembling, branding, marketing, selling, distributing and providing product support for heavy and certain medium duty trucks outside of North America and the Indian subcontinent (the Joint Venture Business ). Under the Operating Agreement, each of Caterpillar and Navistar owned 50% of the ownership interest in NC2.

Pursuant to agreements signed on September 28, 2011, Navistar and Caterpillar restructured their relationship resulting in the termination of the Operating Agreement and Navistar and its affiliates subsequently acquiring all of Caterpillar s ownership interest in NC2. The press release announcing this restructuring is attached as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| Exhibit<br>No.                    | Description   |
|-----------------------------------|---------------|
| 99.1                              | Press Release |
| <b>Forward Looking Statements</b> |               |

*Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as believe, expect, anticipate, intend, plan, estimate, or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties, and assumptions. For a further description of these factors, see Item 1A, Risk Factors, of our Form 10-K for the fiscal year ended October 31, 2010, which was filed on December 21, 2010, and Part II, Item 1A, Risk Factors, included within our Form 10-Q for the period ended July 31, 2011, which was filed on September 7, 2011. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for our ongoing obligations to disclose material information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.*

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.

NAVISTAR INTERNATIONAL CORPORATION  
Registrant

Date: September 29, 2011

/s/ Andrew J. Cederoth  
Andrew J. Cederoth  
Executive Vice President and Chief Financial Officer

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