

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
December 11, 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): December 10, 2014**

**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**

**incorporation or organization)**

**File No.)**

**Identification No.)**

**2701 Navistar Drive**

**Lisle, Illinois**

**(Address of principal executive offices)**

**60532**

**(Zip Code)**

**Registrant's telephone number, including area code (331) 332-5000**

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.**

On December 9, 2014, the Board of Directors (the Board ) of Navistar International Corporation, a Delaware corporation (the Company ), approved the elimination of the 220,000 shares of Preferred Stock, par value \$1.00 per share, as Junior Participating Preferred Stock, Series A that had been authorized in 2012 (the 2012 Series A ), but unissued, in connection with a prior stockholder rights plan, by way of the filing of a Certificate of Elimination eliminating such 2012 Series A (the Certificate of Elimination ). The Company filed the Certificate of Elimination with the Secretary of State of the State of Delaware on December 10, 2014.

A copy of the Certificate of Elimination is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description
Exhibit 3.1	Certificate of Elimination of 220,000 shares of Preferred Stock, par value \$1.00 per share, as Junior Participating Preferred Stock, Series A.

**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**

*/s/ Curt A. Kramer*

By: Curt A. Kramer

Title: Secretary

Date: December 11, 2014

**EXHIBIT INDEX**

Exhibit No.	Description
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