

NAVISTAR INTERNATIONAL CORP

Form 8-K

January 14, 2009

**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): January 13, 2009

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-9618**  
(Commission File No.)

**36-3359573**  
(I.R.S. Employer  
Identification No.)

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4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois

(Address of principal executive offices)

60555

(Zip Code)

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

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 7.01 REGULATION FD DISCLOSURE**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

On January 13, 2009, Navistar International Corporation ( Navistar ) issued a press release announcing that it and Ford Motor Company ( Ford ) have reached an agreement to restructure their ongoing business relationship and settle all existing litigation between the companies. A copy of this press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

As a result of low market demand and the expectation of continued low volumes, Navistar took an impairment charge against its assets related to the Ford business in the 4<sup>th</sup> quarter of 2008. In the 1<sup>st</sup> quarter of 2009, Navistar will record the adjustments directly related to this settlement agreement including an increase in cash balances. Going forward, Navistar will assess the impact of this settlement agreement on its ongoing business and take the necessary actions to address excess capacity and fixed costs once that assessment is complete. Any such costs are anticipated to be concluded by the end of the 2009.

**ITEM 8.01 OTHER EVENTS**

As part of the settlement agreement, both companies agreed to terminate their respective lawsuits and release each other from various actual and potential claims, including those brought in the lawsuits. Navistar also received a cash payment from Ford and will increase its equity ownership in its Blue Diamond Truck and Blue Diamond Parts joint ventures with Ford to 75%. Finally, Navistar and Ford will end their current diesel engine supply agreement effective December 31, 2009.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit No.	Description	Page
99.1	Press release	
<b><i>Forward Looking Statements</i></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, 2008, which was filed on December 30, 2008. 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

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Registrant

Date: January 13, 2009

/s/ Terry M. Endsley  
Terry M. Endsley

Executive Vice President and Chief Financial Officer