

NAVISTAR INTERNATIONAL CORP

Form 8-K

October 17, 2012

**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): October 15, 2012

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>1-9618</b> (Commission File No.)	<b>36-3359573</b> (I.R.S. Employer Identification No.)
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**2701 Navistar Drive**

<b>Lisle, Illinois</b> (Address of principal executive offices)	<b>60532</b> (Zip Code)
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**Registrant's telephone number, including area code (331) 332-5000**

(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:

- 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On October 5, 2012, David D. Harrison gave notice of his request to retire as a member of the Board, which became effective upon acceptance by the Board of Directors (the Board) of Navistar International Corporation (the Company) on October 15, 2012. Mr. Harrison's notice of his request to retire as a member of the Board was previously disclosed by the Company in a Form 8-K filed on October 10, 2012.

On October 15, 2012, John C. Pope was elected to the Board as a Class I director, effective October 15, 2012, to fill the vacancy created by the retirement of Mr. Harrison. Mr. Pope was also appointed a member of the Board's Audit Committee on October 16, 2012.

As a director of the Company, Mr. Pope will receive compensation as a non-employee director in accordance with the Company's non-employee director compensation practices described in the Company's Annual Proxy Statement filed with the Securities and Exchange Commission on January 20, 2012. This compensation generally consists of an annual retainer in the amount of \$120,000 (\$20,000 which is to be paid in the form of restricted stock) and an annual stock option grant of 5,000 options. The initial cash and stock award to be received by Mr. Pope will be pro-rated accordingly.

A copy of the press release announcing Mr. Pope's election is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release

**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)*

By: /s/ Andrew J. Cederoth  
Name: Andrew J. Cederoth

Title: Principal Financial Officer

Dated: October 17, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release.