

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
September 26, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 26, 2018 (September 25, 2018)

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NAVISTAR INTERNATIONAL CORPORATION  
(Exact name of registrant as specified in its charter)

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|   |                       |   |
|---|-----------------------|---|
| Delaware  | 1-9618                | 36-3359573                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |
| 2701 Navistar Drive   | 60532                 |   |
| Lisle, Illinois   |                       |   |
| (Address of principal executive offices)                          | (Zip Code)            |   |

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

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(Former name or former address, if changed since last report.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On September 25, 2018, Navistar Financial Dealer Note Master Owner Trust II (the “Issuing Entity”) issued a series of notes designated the Floating Rate Dealer Note Asset Backed Notes, Series 2018-1 (the “Series 2018-1 Notes”). The Series 2018-1 Notes include four classes of Notes: the Class A Notes, the Class B Notes, the Class C Notes and the Class D Notes. The principal characteristics of the Series 2018-1 Notes are as follows:

Number of classes  
within Series 2018-1  
Notes: Four  
Initial Class A Notes  
Outstanding Principal  
Amount:  
\$253,610,000  
Initial Class B Notes  
Outstanding Principal  
Amount:  
\$14,430,000  
Initial Class C Notes  
Outstanding Principal  
Amount:  
\$15,570,000  
Initial Class D Notes  
Outstanding Principal  
Amount:  
\$16,390,000  
Initial Total Series  
2018-1 Notes  
Outstanding Principal  
Amount:  
\$300,000,000  
Class A Note Rate:  
1-month LIBOR +  
0.63%  
Class B Note Rate:  
1-month LIBOR +  
0.80%  
Class C Note Rate:  
1-month LIBOR +  
1.05%  
Class D Note Rate:  
1-month LIBOR +  
1.55%  
Closing Date:  
September 25, 2018  
Expected Principal  
Distribution Date:  
September 25, 2020  
Legal Final Maturity  
Date: September 25,  
2023

Ordinary means of  
principal repayment:  
Accumulation Period  
Accumulation Period  
Commencement  
Date: A date within  
nine months prior to  
the Expected  
Principal Distribution  
Date, as determined  
by the Servicer  
Primary source of  
credit enhancement  
for Class A Notes:  
Subordination of  
Class B Notes, the  
Class C Notes and  
Class D Notes,  
Overcollateralization  
represented by the  
Issuing Entity  
Certificate issued to  
the Depositor and a  
spread account  
Primary source of  
credit enhancement  
for Class B  
Certificates:  
Subordination of  
Class C Notes and  
the Class D Notes  
and  
Overcollateralization  
represented by the  
Issuing Entity  
Certificate issued to  
the Depositor and a  
spread account  
Primary source of  
credit enhancement  
for Class C  
Certificates:  
Subordination of  
Class D Notes and  
Overcollateralization  
represented by the  
Issuing Entity  
Certificate issued to  
the Depositor and a  
spread account

Primary source of  
credit enhancement  
for Class D  
Certificates:  
Overcollateralization  
represented by the  
Issuing Entity  
Certificate issued to  
the Depositor and a  
spread account  
Series 2018-1  
Subordinated Seller's  
Interest Percentage:  
8.50% divided by  
1.00 minus 8.50%  
Series 2018-1 Target  
Overcollateralization  
Amount: the product  
of the Series 2018-1  
Subordinated Seller's  
Interest Percentage  
and the Series 2018-1  
Nominal Liquidation  
Amount  
Servicing Fee  
Percentage: 1.0%

The terms of the Series 2018-1 Notes and the definitions of capitalized terms may be found in the Series 2018-1 Indenture Supplement, dated as of September 25, 2018 (the "Indenture Supplement"), between the Issuing Entity and Citibank, N.A., as indenture trustee, which is attached as Exhibit 10.1 and incorporated by reference herein. The Indenture Supplement supplements the Indenture, dated as of November 2, 2011, between the Issuing Entity and the Indenture Trustee (filed as Exhibit 10.3 to the registrant's Form 8-K dated and filed on November 7, 2011. Commission File No. 001-09618).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No. Description

10.1 Series 2018-1 Indenture Supplement to the Indenture, dated as of September 25, 2018, between Navistar Financial Dealer Note Master Owner Trust II, as issuing entity, and Citibank, N.A., as indenture trustee.

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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/ Walter G. Borst

Name: Walter G. Borst

Title: Executive Vice President and Chief Financial Officer

Dated: September 26, 2018