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VISTEON CORP
Form SC 13D/A
July 27, 2007

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Visteon Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

92839U107

(CUSIP Number)

Mr. Timothy Bass
Pardus Capital Management L.P.
590 Madison Avenue, Suite 25E
New York, New York 10022
(212) 381-7770

With a copy to:

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 24, 2007

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five

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PERSON WITH 27,000,000

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,000,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
20.8%

14 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 92839U107 SCHEDULE 13D PAGE 3 OF 5 PAGES

The Schedule 13D filed on May 1, 2006 by Pardus Capital Management L.P., a Delaware limited partnership ("PCM"), relating to the shares of common stock, \$1.00 par value (the "Shares"), of Visteon Corporation (the "Issuer"), as amended by Amendment Nos. 1, 2, 3, 4, 5, 6 and 7 to the Schedule 13D, is hereby amended by this Amendment No. 8 to the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and restated as follows:

All of the funds used to purchase the Shares described in this Schedule 13D came from the working capital of the Fund. A total of approximately \$177.3 million was paid to acquire such Shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5, paragraphs (a) through (c) of the Schedule 13D are hereby amended and restated as follows:

(a) The Reporting Persons beneficially own 27,000,000 Shares, constituting approximately 20.8% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 129,639,099 Shares outstanding, which is the total number of Shares outstanding as of May 4, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9,

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06/06/07	2,700	7.92
06/06/07	2,700	7.93
06/06/07	5,200	7.94
06/06/07	41,500	7.95
06/06/07	19,000	7.96
06/06/07	27,100	7.97
06/06/07	9,500	7.98
06/06/07	29,700	7.99
06/06/07	139,300	8.00
06/06/07	14,700	8.01
06/07/07	8,900	7.85
06/07/07	3,200	7.86
06/07/07	8,500	7.87
06/07/07	25,400	7.88
06/07/07	45,400	7.89
06/07/07	21,500	7.90
06/07/07	3,900	7.91
06/07/07	65,400	7.92
06/07/07	6,600	7.93
06/07/07	3,000	7.94
06/07/07	4,800	7.95
06/07/07	2,700	7.96
06/07/07	700	7.97
06/07/07	5,800	7.99
06/07/07	169,200	8.00
06/08/07	2,300	7.81
06/08/07	2,000	7.82
06/08/07	500	7.83
06/08/07	800	7.84
06/08/07	100	7.85
06/08/07	700	7.86
06/08/07	1,200	7.87
06/08/07	1,400	7.88
06/08/07	11,700	7.89
06/08/07	11,500	7.90
06/08/07	9,900	7.91
06/08/07	15,000	7.92
06/08/07	29,300	7.93
06/08/07	13,700	7.94
06/08/07	36,300	7.95
06/08/07	7,100	7.96
06/08/07	1,000	7.97
06/08/07	400	7.98
06/08/07	7,100	7.99
06/08/07	11,400	8.00
06/08/07	5,300	8.01
06/08/07	60,900	8.02
06/08/07	24,900	8.03
06/08/07	14,200	8.04
06/08/07	31,300	8.05
07/23/07	300	7.10
07/23/07	44,605	7.11
07/23/07	33,495	7.12
07/23/07	3,400	7.13
07/23/07	22,100	7.14
07/23/07	67,400	7.15
07/23/07	28,700	7.16
07/24/07	8,300	7.01
07/24/07	96,600	7.02
07/24/07	7,500	7.04
07/24/07	47,500	7.05
07/24/07	8,700	7.06

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07/24/07	5,500	7.07
07/24/07	11,300	7.08
07/24/07	82,200	7.09
07/24/07	247,900	7.10
07/24/07	100	7.11
07/24/07	13,300	7.12
07/24/07	134,000	7.13
07/24/07	36,100	7.14
07/24/07	92,200	7.15
07/24/07	8,800	7.16
07/25/07	900	7.03
07/25/07	19,315	7.04
07/25/07	85,996	7.05
07/25/07	73,989	7.06
07/25/07	55,900	7.07
07/25/07	7,900	7.08
07/25/07	6,000	7.09
07/25/07	19,400	7.11
07/25/07	31,600	7.12
07/25/07	14,800	7.13
07/25/07	21,400	7.14
07/25/07	85,100	7.15
07/25/07	1,100	7.16
07/25/07	300	7.17
07/25/07	1,300	7.18
07/25/07	2,400	7.19
07/25/07	26,900	7.20
07/25/07	37,700	7.21
07/25/07	41,400	7.22
07/25/07	54,300	7.23
07/25/07	7,800	7.24
07/25/07	71,100	7.25
07/25/07	87,000	7.26
07/25/07	19,700	7.27
07/25/07	89,100	7.28
07/25/07	11,400	7.29
07/25/07	376,200	7.30
07/26/07	15,000	6.60
07/26/07	28,100	6.61
07/26/07	3,900	6.62
07/26/07	4,100	6.63
07/26/07	4,900	6.64
07/26/07	19,800	6.65
07/26/07	4,200	6.66
07/26/07	2,500	6.67
07/26/07	9,200	6.68
07/26/07	20,300	6.69
07/26/07	42,900	6.70
07/26/07	3,400	6.71
07/26/07	9,700	6.72
07/26/07	10,900	6.73
07/26/07	15,700	6.74
07/26/07	39,900	6.75
07/26/07	22,800	6.76
07/26/07	78,000	6.77
07/26/07	73,400	6.78
07/26/07	56,400	6.79
07/26/07	155,200	6.80
07/26/07	4,300	6.81
07/26/07	8,800	6.82
07/26/07	2,000	6.83
07/26/07	1,000	6.84

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07/26/07	800	6.85
07/26/07	2,500	6.86
07/26/07	300	6.87
07/26/07	33,900	6.88
07/26/07	13,700	6.89
07/26/07	24,179	6.90
07/26/07	13,721	6.91
07/26/07	12,400	6.92
07/26/07	4,800	6.93
07/26/07	2,600	6.94
07/26/07	2,700	6.95
07/26/07	2,000	6.96