

NAVISTAR INTERNATIONAL CORP
Form SC 13D/A
December 12, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Navistar International Corporation
(Name of Issuer)

Common Stock, Par Value \$0.10
(Title of Class of Securities)

63934E108
(CUSIP Number)

Keith Schaitkin, Esq.
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300

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

December 10, 2012
(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 Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

Item 1. Security and Issuer

This statement constitutes Amendment Number 11 to the Schedule 13D relating to the Common Stock, par value \$0.10 (the “Shares”), issued by Navistar International Corporation (the “Issuer”), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission on September 13, 2011 (as amended, the “Schedule 13D”), as amended by the Amendment Number 1 to Schedule 13D, filed with the SEC, on November 2, 2011, by the Amendment Number 2 to the Schedule 13D, filed with the SEC, on November 15, 2011, by the Amendment Number 3 to the Schedule 13D, by the Amendment Number 4 to the Schedule 13D, filed with the SEC, on June 8, 2012, and by the Amendment Number 5 to the Schedule 13D, filed with the SEC, on July 11, 2012, each on behalf of the Reporting Persons, by Amendment Number 6 to the Schedule 13D, filed with the SEC, on July 24, 2012, by Amendment Number 7 to the Schedule 13D, filed with the SEC, on September 10, 2012, by Amendment Number 8 to the Schedule 13D, filed with the SEC, on September 11, 2012, by Amendment Number 9 to the Schedule 13D, filed with the SEC, on October 9, 2012 and by Amendment Number 10 to the Schedule 13D, filed with the SEC, on October 25, 2012, to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following:

Pursuant to the Settlement Agreement, effective as of October 5, 2012, between Icahn and the Issuer (which was filed on October 9, 2012, as Exhibit 1 to Amendment Number 9 to the Schedule 13D), Icahn, together with the MHR Group (as defined in the Settlement Agreement), were granted the right to mutually designate a third person (the “Mutual Designee”), and subject to the Issuer’s reasonable approval, the Issuer agreed to appoint such Mutual Designee, to the Issuer’s Board of Directors. On December 10, 2012, the Issuer appointed Mr. Samuel Merksamer, an employee of the Icahn Group, to the Issuer’s Board of Directors, as the Mutual Designee.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2012

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP
ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.
HIGH RIVER LIMITED PARTNERSHIP
By: Hopper Investments LLC, general partner
By: Barberry Corp., its sole member

By: /s/ Edward E. Mattner
Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP
By: IPH GP LLC, its general partner
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
IPH GP LLC
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES HOLDINGS L.P.
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES G.P. INC.

By: /s/ Sung Hwan Cho
Name: Sung Hwan Cho
Title: Chief Financial Officer

/s/ Carl C. Icahn _____
CARL C. ICAHN