

VISTEON CORP
Form 8-K
June 18, 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) June 14, 2012

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

1-15827
(Commission File Number)

38-3519512
(IRS Employer Identification No.)

of incorporation)

One Village Center Drive, Van Buren Township, Michigan
(Address of principal executive offices)

48111
(Zip Code)

Registrant's telephone number, including area code (800)-VISTEON

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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 communication 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))

SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07. Submission of Matters to a Vote of Security Holders.

- (a) The annual meeting of stockholders of Visteon Corporation (the Company) was held on June 14, 2012.
- (b) At the annual meeting, the stockholders elected the Company's seven nominees for director to serve for a one-year term beginning at the 2012 annual meeting and expiring at the 2013 annual meeting of stockholders. The stockholders also ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012, approved the Company's executive compensation and voted in favor of providing an advisory vote on the Company's executive compensation annually. The final voting results are set forth below.

- (1) Election of directors (majority voting):

| Nominee | Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|----------------------|------------|----------------|----------------|------------------|
| Duncan H. Cocroft | 37,294,030 | 1,817,318 | 1,700,972 | 6,920,538 |
| Kevin I. Dowd | 39,929,598 | 879,884 | 2,838 | 6,920,538 |
| Jeffrey D. Jones | 37,690,041 | 1,421,110 | 1,701,169 | 6,920,538 |
| Timothy D. Leuliette | 37,487,602 | 1,623,486 | 1,701,232 | 6,920,538 |
| Robert Manzo | 40,483,667 | 326,049 | 2,604 | 6,920,538 |
| Donald J. Stebbins | 33,402,757 | 5,709,178 | 1,700,385 | 6,920,538 |
| Harry J. Wilson | 40,156,597 | 653,189 | 2,534 | 6,920,538 |

- (2) Ratification of the appointment of Ernst & Young LLP:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 47,677,255 | 53,305 | 2,298 | N/A |

- (3) Provide advisory approval of the Company's executive compensation:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 37,298,293 | 973,305 | 2,540,722 | 6,920,538 |

- (4) Provide an advisory vote on the frequency of advisory vote on executive compensation:

| One-Year | Two-Years | Three-Years | Shares Abstain |
|------------|-----------|-------------|----------------|
| 38,523,060 | 11,293 | 2,265,174 | 12,793 |

- (d) Consistent with the voting results above, the Company intends to include the advisory vote on the Company's executive compensation in its proxy materials annually until the next required vote on the frequency of shareholder votes on executive compensation is proposed and evaluated.

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.

VISTEON CORPORATION

Date: June 18, 2012

By: /s/ Michael K. Sharnas
Michael K. Sharnas
Vice President and General Counsel