

VISTEON CORP
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 2)

Visteon Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

92839U206
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the 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 (the "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).

CUSIP No. 92839U206

13G

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

Monarch Alternative Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY

6

SHARED VOTING POWER

OWNED

BY

EACH

7

1,877,017

SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

8

SHARED DISPOSITIVE POWER

1,877,017

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,877,017

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.63%*

12 TYPE OF REPORTING PERSON

PN

* Calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants. See Item 4.

CUSIP No. 92839U206

13G

Page 3 of 10 Pages

1 NAME OF REPORTING PERSON

MDRA GP LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY

6

SHARED VOTING POWER

OWNED

BY

EACH

7

1,877,017

SOLE DISPOSITIVE POWER

REPORTING

PERSON

8

0

SHARED DISPOSITIVE POWER

WITH:

1,877,017

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,877,017

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.63%*

12 TYPE OF REPORTING PERSON

PN

* Calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants. See Item 4.

CUSIP No. 92839U206

13G

Page 4 of 10 Pages

1 NAME OF REPORTING PERSON

Monarch GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY

6

SHARED VOTING POWER

OWNED

BY

EACH

7

1,877,017

SOLE DISPOSITIVE POWER

REPORTING

PERSON

8

0

SHARED DISPOSITIVE POWER

WITH:

1,877,017

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,877,017

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.63%*

12 TYPE OF REPORTING PERSON

OO

* Calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants. See Item 4.

CUSIP No. 92839U206

13G

Page 5 of 10 Pages

1 NAME OF REPORTING PERSON

Monarch Master Funding Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5

SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY

6

SHARED VOTING POWER

OWNED

1,592,587

BY

7

SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

WITH:

8

SHARED DISPOSITIVE POWER

1,592,587

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,592,587

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.09%*

12 TYPE OF REPORTING PERSON

CO

* Calculated based on 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011.

This Amendment No. 2 to Schedule 13G (this “Amendment No. 2”) is being filed with respect to the Common Stock (as defined in Item 2(d) below) of the Issuer (as defined in Item 1(a) below) to amend and restate the Schedule 13G, filed on October 12, 2010, as amended and restated by Amendment No. 1 to the Schedule 13G, filed on February 14, 2011 (together, the “Current Schedule 13G”).

This Amendment No. 2 hereby amends and restates the Current Schedule 13G as follows:

Item 1(a): Name of Issuer:

The name of the issuer is Visteon Corporation, a corporation organized under the laws of the State of Delaware (the “Issuer”).

Item 1(b): Address of Issuer’s Principal Executive Offices:

The Issuer’s principal executive office is located at One Village Center Drive, Van Buren Township, Michigan 48111.

Item 2(a): Name of Person Filing:

This Schedule 13G is filed by:

(i) Monarch Alternative Capital LP (“MAC”), which serves as advisor to a variety of funds (such funds collectively, the “Funds”), including MMF (as defined below), with respect to shares of Common Stock (as defined below) of the Issuer directly owned by the Funds (including the MMF Shares, as defined below) as Common Stock or through warrants that are exercisable for Common Stock that were issued to holders of the Issuer’s 12.25% Senior Notes due 2016 pursuant to the Issuer’s plan of reorganization (the “Warrants”);

(ii) MDRA GP LP (“MDRA GP”), which is the general partner of MAC, with respect to shares of Common Stock indirectly beneficially owned (including as a result of Warrants) by virtue of such position;

(iii) Monarch GP LLC (“Monarch GP”), which is the general partner of MDRA GP, with respect to shares of Common Stock indirectly beneficially owned (including as a result of Warrants) by virtue of such position; and

(iv) Monarch Master Funding Ltd (“MMF”), with respect to shares of Common Stock of the Issuer owned by MMF directly as Common Stock (the “MMF Shares”).

MAC, MDRA GP, Monarch GP and MMF are sometimes collectively referred to herein as the “Reporting Persons.”

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Reporting Persons is c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, New York 10022.

Item 2(c): Citizenship:

MAC is a Delaware limited partnership. MDRA GP is a Delaware limited partnership. Monarch GP is a Delaware limited liability company. MMF is a Cayman Islands corporation.

Item 2(d): Title of Class of Securities:

Common Stock, par value \$0.01 per share (“Common Stock”).

Item 2(e): CUSIP Number

92839U206

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

A. Broker or dealer registered under Section 15 of the Act,

B. Bank as defined in Section 3(a)(6) of the Act,

C. Insurance Company as defined in Section 3(a)(19) of the Act,

D. Investment Company registered under Section 8 of the Investment Company Act of 1940,

E. Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),

F. Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),

G. Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),

H. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,

I. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

J. A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)

K. Group, in accordance with Rule 13d-1(b)(1)(ii)(K)

Item 4: Ownership:

The beneficial ownership of the Reporting Persons as of the date of this Schedule 13G is as follows:

A. MAC

(a) Amount beneficially owned: 1,877,017 (includes 176,863 shares of Common Stock issuable upon the exercise of Warrants)

(b) Percent of Class: 3.63% (calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants).

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,877,017

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 1,877,017

B. MDRA GP

(a) Amount beneficially owned: 1,877,017 (includes 176,863 shares of Common Stock issuable upon the exercise of Warrants).

(b) Percent of Class: 3.63% (calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants).

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,877,017
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 1,877,017

C. Monarch GP

- (a) Amount beneficially owned: 1,877,017 (includes 176,863 shares of Common Stock issuable upon the exercise of Warrants).
- (b) Percent of Class: 3.63% (calculated based on (i) 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011 and (ii) 176,863 shares of common stock issuable to the Reporting Person upon the exercise of the Warrants).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,877,017
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,877,017

D. Monarch Master Funding Ltd

- (a) Amount beneficially owned: 1,592,587
- (b) Percent of Class: 3.09% (calculated based on 51,507,876 shares of common stock of the Issuer outstanding as of October 27, 2011 as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 3, 2011).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,592,587
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,592,587

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

N/A

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2012

MONARCH ALTERNATIVE CAPITAL LP

By: MDRA GP LP, its General Partner

By: Monarch GP LLC, its General Partner

By: /s/ Michael

Weinstock

Name: Michael Weinstock

Title: Member

Dated: February 13, 2012

MDRA GP LP

By: Monarch GP LLC, its General Partner

By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member

Dated: February 13, 2012

MONARCH GP LLC

By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member

Dated: February 13, 2012

MONARCH MASTER FUNDING LTD

By: Monarch Alternative Capital LP, its Investment
Manager

By: MDRA GP LP, its General Partner

By: Monarch GP LLC, its General Partner

By: /s/ Michael Weinstock

Name: Michael Weinstock

Title: Member