

VISTEON CORP  
Form SC 13D/A  
June 29, 2010

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

SCHEDULE 13D  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Visteon Corporation  
(Name of Issuer)

Common Stock, \$1.00 par value  
(Title of Class of Securities)

92839U107  
(CUSIP Number)

Sandip S. Khosla, Esq.  
Goldman, Sachs & Co.  
200 West Street  
New York, New York 10282-2188  
(212) 902-1000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 25, 2010  
(Date of Event which Requires Filing of this Statement)

If the Reporting 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 §§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 §240.13d -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).

(Continued on following pages)

(Page 1 of 6 Pages)

---

CUSIP No. 92839U107

13D

Page 2 of 6 Pages

- 1 NAMES OF REPORTING PERSONS  
The Goldman Sachs Group, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |   |    |                          |  |
|---|----|--------------------------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER        |  |
|   |    | -0-                      |  |
|   | 8  | SHARED VOTING POWER      |  |
|   |    | 5,079,455                |  |
|   | 9  | SOLE DISPOSITIVE POWER   |  |
|   |    | -0-                      |  |
|   | 10 | SHARED DISPOSITIVE POWER |  |
|   |    | 5,079,455                |  |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,079,455
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
3.90%
- 14 TYPE OF REPORTING PERSON  
HC-CO

Page 2 of 6 Pages

CUSIP No. 92839U107

13D

Page 3 of 6 Pages

1 NAMES OF REPORTING PERSONS

Goldman, Sachs & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES 7 SOLE VOTING POWER  
-0-

BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER  
5,079,455

REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
5,079,455

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,079,455

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
3.90%

14 TYPE OF REPORTING PERSON  
BD-PN-IA

Page 3 of 6 Pages

This Amendment No. 2 supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the United States Securities and Exchange Commission on May 18, 2010 (the "Schedule 13D"), and amended by Amendment No. 1 on June 21, 2010 relating to the shares of Common Stock, par value \$1.00 per share of Visteon Corporation, a Delaware corporation ("Issuer"). Capitalized terms used herein and not otherwise defined have the meaning assigned to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

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

(a) As of June 25, 2010, Goldman Sachs may be deemed to have beneficially owned directly an aggregate of 5,079,455 shares of Common Stock acquired in ordinary course trading activities by Goldman Sachs, representing in the aggregate approximately 3.90% of the shares of Common Stock reported to be outstanding as of April 26, 2010 as disclosed in Company's most recent quarterly report on Form 10-Q for the period ended March 31, 2010 (the "10-Q").

As of June 25, 2010, GS Group may be deemed to have beneficially owned indirectly an aggregate of 5,079,455 shares of Common Stock beneficially owned directly by Goldman Sachs described above, representing in the aggregate approximately 3.90% of the shares of Common Stock reported to be outstanding as disclosed in Company's 10-Q.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I hereto may be deemed to have beneficially owned any shares of Common Stock as of June 25, 2010 other than as set forth herein.

The information set forth in Item 6 of this Schedule 13D as amended or supplemented is hereby incorporated herein by reference.

(c) No transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedule I hereto, during the period from June 19, 2010 to June 25, 2010.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:



On June 25, 2010, the Issuer and the Investors entered into the Second Amendment to the Equity Commitment Agreement, effective as of June 20, 2010. The Second Amendment to the Equity Commitment Agreement amends (i) Section 7.2(b) of the Equity Commitment Agreement to extend the date by which the Issuer has to use its commercially reasonable efforts to obtain an order approving a disclosure statement to July 2, 2010 and (ii) Section 10.1(c) of the Equity Commitment Agreement to extend the date by which certain Investors may terminate the Equity Commitment Agreement for failure to obtain such order to July 2, 2010. The above summary of the material terms of the Second Amendment to the Equity Commitment Agreement is qualified in its entirety by reference to the text of the Second Amendment to the Equity Commitment Agreement, a copy of which is attached hereto as Exhibit 1.

Item 7. Exhibits.

Exhibit 1 Second Amendment to Equity Commitment Agreement, dated as of June 25, 2010, by and between Visteon Corporation and certain investors.

Exhibit 2 Joint Filing Agreement, dated May 17, 2010, between The Goldman Sachs Group, Inc. and Goldman, Sachs & Co.

Exhibit 3 Power of Attorney, dated October 6, 2008, relating to The Goldman Sachs Group, Inc.

Exhibit 4 Power of Attorney, dated October 6, 2008, relating to Goldman, Sachs & Co.

Page 5 of 6 Pages

---

SIGNATURE

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: June 29, 2010

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Kevin P. Treanor  
Name: Kevin P. Treanor  
Title: Attorney-in-fact