

VISTEON CORP
Form 8-K
August 01, 2011

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**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) July 28, 2011
VISTEON CORPORATION**

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|-----------------------------------|
| Delaware | 1-15827 | 38-3519512 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| One Village Center Drive, Van Buren Township, Michigan | | 48111 |

(Address of principal executive offices)

(Zip Code)

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

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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

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EX-99.1

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SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

(d) On July 28, 2011, Kevin I. Dowd and Harry J. Wilson were elected to the Board of Directors of Visteon Corporation (the Company). Messrs. Dowd and Wilson were elected pursuant to a certain letter agreement, dated as of May 11, 2011, between the Company and Alden Global Distressed Opportunities Master Fund, L.P. (on behalf of itself and its affiliated funds, persons and entities), as described in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2011. The Company's press release relating to the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Mr. Dowd has been appointed to the Organization and Compensation and Corporate Governance and Nominating Committees of the Board, and Mr. Wilson has been appointed to the Finance Committee of the Board. Messrs. Dowd and Wilson will receive stock unit awards under the Company's Non-Employee Director Stock Unit Plan and annual cash retainers, each as described in the Company's 2011 proxy statement.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release dated July 29, 2011.

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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: August 1, 2011

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

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EXHIBIT INDEX

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| 99.1 | Press Release dated July 29, 2011. | |