

VISTEON CORP
Form S-8 POS
March 08, 2007

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As filed with the Securities and Exchange Commission on March 8, 2007.

Registration No. 333-39758

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

**Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

38-3519512

(I.R.S. Employer Identification No.)

One Village Center Drive, Van Buren Twp., Michigan

(Address of principal executive offices)

48111

(zip code)

Visteon 401(k) Savings Plan

(formerly known as The Visteon Investment Plan for Hourly Employees)

(Full title of the Plan)

John Donofrio

Senior Vice President and General Counsel

Visteon Corporation

One Village Center Drive

Van Buren Township, Michigan 48111

(Name and address of agent for service)

(800) VISTEON

(Telephone number, including area code, of agent for service)

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PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

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WITHDRAWAL OF SECURITIES FROM REGISTRATION

On June 21, 2000, Visteon Corporation (the Company) filed a registration statement on Form S-8 (Registration No. 333-39758) with the Securities and Exchange Commission registering 1,000,000 shares of the Company's Common Stock, par value \$1 per share, and an indeterminate amount of interests to be offered or sold pursuant to the Visteon 401(k) Savings Plan (formerly known as The Visteon Investment Plan for Hourly Employees, the Plan). Effective as of December 31, 2005, the Visteon Stock Fund was closed to new contributions and transfers under the Plan, and all units held in the Visteon Stock Fund after June 30, 2006 were liquidated and transferred to alternative investment funds under the Plan. Accordingly, the Company is filing this post-effective amendment No. 1 to the registration statement to withdraw from registration any remaining unsold shares of Common Stock and interests in the Plan.

**PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 8. Exhibits.

- 24.1 Powers of Attorney relating to execution of this post-effective amendment No. 1 to the registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Van Buren Township, in the State of Michigan, on March 8, 2007.

VISTEON CORPORATION

By */s/ John Donofrio*

John Donofrio

Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment No. 1 to the registration statement has been signed on March 8, 2007, by the following persons in the capacities and on the dates indicated.

| Signature | Title |
|--|---|
| <i>/s/ Michael F. Johnston*</i> Michael F. Johnston | Chairman of the Board of Directors and Chief Executive Officer (principal executive officer) |
| <i>/s/ James F. Palmer*</i> James F. Palmer | Executive Vice President and Chief Financial Officer (principal financial officer) |
| <i>/s/ William G. Quigley III*</i> William G. Quigley III | Senior Vice President, Corporate Controller and Chief Accounting Officer (principal accounting officer) |
| <i>/s/ William H. Gray, III*</i> William H. Gray, III | Director |
| <i>/s/ Patricia Higgins*</i> Patricia Higgins | Director |
| <i>/s/ Karl J. Krapek*</i> Karl J. Krapek | Director |
| <i>/s/ Charles L. Schaffer*</i> Charles L. Schaffer | Director |
| <i>/s/ Donald J. Stebbins*</i> Donald J. Stebbins | Director, President and Chief Operating Officer |
| <i>/s/ Richard J. Taggart*</i> | Director |

Richard J. Taggart

/s/ James D. Thornton*

Director

James D. Thornton

/s/ Kenneth B. Woodrow*

Director

Kenneth B. Woodrow

*By: /s/ John Donofrio

John Donofrio
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Van Buren Township, in the State of Michigan, on March 8, 2007.

VISTEON 401(K) SAVINGS PLAN

By */s/ Dorothy L. Stephenson*

Dorothy L. Stephenson
Visteon 401(k) Savings Plan, Administrative Committee

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EXHIBIT INDEX

**Exhibit
Number**

Exhibit Name

| | |
|------|--|
| 24.1 | Powers of Attorney relating to execution of this post-effective amendment No. 1 to the registration statement. |
|------|--|

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