

VOLKSWAGEN AG
Form 4
August 24, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Volkswagen Truck & Bus GmbH

2. Issuer Name and Ticker or Trading Symbol
NAVISTAR INTERNATIONAL CORP [NAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

BRAWO
PARK, WILLY-BRANDT-PLATZ
19

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRAUNSCHWEIG, 2M 38102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.10 per share | 08/21/2017 | 08/22/2017 | P ⁽³⁾ | 25,367 A | \$ 29.9 | 16,629,667 | D ⁽¹⁾ ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Volkswagen Truck & Bus GmbH BRAWO PARK WILLY-BRANDT-PLATZ 19 BRAUNSCHWEIG, 2M 38102 | | X | | |
| VOLKSWAGEN AG VOLKSWAGEN AG BERLINER RING 2 WOLFSBURG, LOWER SAXONY, 2M 38440 | | X | | |

Signatures

| | |
|---|------------|
| Andreea Costa, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Andreea Costa | 08/24/2017 |
| __Signature of Reporting Person | Date |
| Frederik Fragemann, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Frederik Fragemann | 08/24/2017 |
| __Signature of Reporting Person | Date |
| Andreea Costa, Attorney in fact for Volkswagen AG /s/ Andreea Costa | 08/24/2017 |
| __Signature of Reporting Person | Date |
| Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann | 08/24/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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This statement is being filed jointly by Volkswagen Truck & Bus GmbH ("VW T&B") and Volkswagen AG ("Volkswagen" and together with VW T&B, the "Reporting Persons"). VW T&B is a wholly-owned subsidiary of Volkswagen and is the direct holder of the securities reported on this statement.

- (2) Shares of Navistar International Corporation common stock, par value \$0.10 per share, were purchased by VW T&B, a wholly owned subsidiary of Volkswagen, in open market transactions.
- (3) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by VW T&B on June 16, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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