

VOLKSWAGEN AG

Form 4

August 16, 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)  
 08/11/2017

 \_\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ 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  
X 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
|   |   |   |   | (A)<br>or<br>(D)   |  |  |   |
|   |   |   | Code                                    | V  | Amount   |  | Price                                   |
| Common<br>Stock, par<br>value \$0.10<br>per share | 08/11/2017                              | 08/14/2017  | P <sup>(3)</sup>                        | 8,800  | A  | \$ 30  | 16,564,750                              |
|   |   |   |   |  |  |  | D <sup>(1)</sup> <sup>(2)</sup>         |

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

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 information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---|---|--|---|---|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Andreea Costa, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Andreea Costa           | 08/16/2017 |
| __Signature of Reporting Person   | Date       |
| Frederik Fragemann, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Frederik Fragemann | 08/16/2017 |
| __Signature of Reporting Person   | Date       |
| Andreea Costa, Attorney in fact for Volkswagen AG /s/ Andreea Costa                         | 08/16/2017 |
| __Signature of Reporting Person   | Date       |
| Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann               | 08/16/2017 |
| __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)

## Edgar Filing: VOLKSWAGEN AG - Form 4

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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