

VISTEON CORP
Form 8-K/A
February 16, 2007

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 8-K/A
(Amendment No. 5)
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) February 16, 2007
VISTEON CORPORATION
(Exact name of registrant as specified in its charter)**

| | | |
|--|--|--|
| <u>Delaware</u> (State or other jurisdiction of incorporation) | <u>1-15827</u> (Commission File Number) | <u>38-3519512</u> (IRS Employer Identification No.) |
|--|--|--|

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|---|----------------------------|
| <u>One Village Center Drive, Van Buren Township,</u> <u>Michigan</u> (Address of principal executive offices) | <u>48111</u> (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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TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition.

Item 2.05. Costs Associated with Exit or Disposal Activities.

Item 7.01. Regulation FD Disclosure.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

Press Release dated February 16, 2007

Table of Contents

EXPLANATORY NOTE

This Amendment No. 5 to the Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Visteon Corporation (the Company) on January 11, 2006, as amended by Amendment No. 1 to the Current Report on Form 8-K/A filed on February 10, 2006, Amendment No. 2 to the Current Report on Form 8-K/A filed on May 2, 2006, Amendment No. 3 to the Current Report on Form 8-K/A filed on August 1, 2006 and Amendment No. 4 to the Current Report on Form 8-K/A filed on October 31, 2006 (the Original Forms 8-K) to provide updated disclosures regarding the Company's multi-year restructuring and improvement plan as described in the Original Forms 8-K. This Amendment No. 5 also furnishes information regarding the Company's financial results for fourth quarter and full-year 2006.

SECTION 2 FINANCIAL INFORMATION

Item 2.02. Results of Operations and Financial Condition.

On February 16, 2007, the Company issued a press release regarding its financial results for fourth quarter and full-year 2006. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 2.05. Costs Associated with Exit or Disposal Activities.

As discussed in the Original Forms 8-K, the Company previously announced the commencement of a multi-year improvement plan that involves the restructuring of a number of underperforming and/or non-strategic plants. Updates regarding actions taken in connection with such improvement plan will be provided in our periodic reports filed with the Securities and Exchange Commission.

Table of Contents

-3-

SECTION 7 REGULATION FD

Item 7.01. Regulation FD Disclosure.

See Item 2.02. Results of Operations and Financial Condition above.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release dated February 16, 2007. |

Table of Contents

-4-

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: February 16, 2007

By: /s/ William G. Quigley III
William G. Quigley III
Vice President, Corporate Controller
and Chief Accounting Officer

Table of Contents

-5-

EXHIBIT INDEX

| Exhibit No. | Description | Page |
|-------------|--|------|
| 99.1 | Press release dated February 16, 2007. | |