

NAVISTAR INTERNATIONAL CORP

Form 8-K

February 18, 2015

**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): February 11, 2015**

**NAVISTAR INTERNATIONAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**1-9618**  
**(Commission**

**36-3359573**  
**(I.R.S. Employer**

**incorporation or organization)**

**File No.)**

**Identification No.)**

**2701 Navistar Drive**

**Lisle, Illinois**

**(Address of principal executive offices)**

**60532**

**(Zip Code)**

**Registrant's telephone number, including area code: (331) 332-5000**

**(Former name or former address, if changed since last report.)**

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 communications 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))

**ITEM 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

As described in Item 5.07 of this Current Report and Proposal Number 4 of Navistar International Corporation's (the Company) definitive proxy statement dated and filed with the Securities and Exchange Commission (the SEC) on December 29, 2014 (the Proxy Statement), at the Annual Meeting of Stockholders (the Annual Meeting) of the Company held on February 11, 2015, upon the recommendation of the Board of Directors, the stockholders voted on, and approved an amendment and restatement of, the Company's certificate of incorporation (the Certificate) to, among other things, eliminate the supermajority voting provision applicable to the Company's common stock and as contained in the Certificate. This description is a summary of the amendments to the Certificate and is qualified in its entirety by reference to Proposal Number 4 of the Proxy Statement and the full text of the redlined Certificate filed as Appendix C to the Proxy Statement.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company held its Annual Meeting on February 11, 2015. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter.

**Proposal 1.** The following nominees were elected to the Board of Directors to serve a one-year term expiring at the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified. There were no abstentions with respect to this matter. There were 5,815,199 broker non-votes with respect to this matter. The results of the voting for the election of directors were as follows:

| Nominee                                 | Votes For  | Votes Withheld |
|---|------------|----------------|
| Troy A. Clarke                          | 69,427,749 | 802,724        |
| John D. Correnti                        | 69,281,907 | 948,566        |
| Michael N. Hammes                       | 69,281,965 | 948,508        |
| Vincent J. Intrieri                     | 69,372,292 | 858,181        |
| James H. Keyes                          | 64,951,839 | 5,278,634      |
| General (Retired) Stanley A. McChrystal | 69,331,493 | 898,980        |
| Samuel J. Merksamer                     | 64,065,557 | 6,164,916      |
| Mark H. Rachesky                        | 68,369,371 | 1,861,102      |
| Michael F. Sirignano                    | 65,378,444 | 4,852,029      |

The name of the remaining director who did not stand for election at the Annual Meeting and whose term of office as a director continued after such meeting is Dennis D. Williams. Mr. Williams fills a seat that is appointed by the United Automobiles, Aerospace and Agricultural Implement Workers of America (the UAW) and is not elected by stockholders. His term of office continues until his removal by the UAW.

**Proposal 2.** The Company's stockholders approved the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2015. The results of the voting for the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2015 were as follows:

|            |               | Votes     |                 |
|------------|---------------|-----------|-----------------|
| Votes For  | Votes Against | Abstained | Broker Non-Vote |
| 75,583,224 | 185,989       | 276,459   | 0               |

**Proposal 3.** The Company's stockholders approved the non-binding advisory vote on executive compensation. The results of the voting on the non-binding advisory vote on executive compensation were as follows:

|                  |                      | <b>Votes</b>     | <b>Broker</b>   |
|------------------|----------------------|------------------|-----------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> | <b>Non-Vote</b> |
| 69,454,865       | 445,167              | 330,441          | 5,815,199       |

**Proposal 4.** The Company's stockholders approved the amendment and restatement of the Certificate to eliminate a supermajority voting provision and the no longer outstanding Class B Common Stock. The results of the voting on such amendment and restatement of the Certificate were as follows:

|                  | <b>Votes</b>         |                  |           | <b>Broker<br/>Non-Vote</b> |
|------------------|----------------------|------------------|-----------|----------------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> |           |                            |
| 69,516,477       | 456,392              | 257,604          | 5,815,199 |                            |

**Proposal 5.** The Company's stockholders approved the amendment and restatement of the Certificate to eliminate a number of provisions that have either lapsed or which concern classes of securities no longer outstanding. The results of the voting on such amendment and restatement of the Certificate were as follows:

|                  | <b>Votes</b>         |                  |   | <b>Broker<br/>Non-Vote</b> |
|------------------|----------------------|------------------|---|----------------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> |   |                            |
| 75,541,573       | 96,260               | 407,839          | 0 |                            |

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

The following exhibits are filed with this report:

Exhibit

| No. | Description   |
|-----|---|
| 3.1 | Amended and Restated Certificate of Incorporation of Navistar International Corporation, dated February 12, 2015. |

**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.

NAVISTAR INTERNATIONAL  
CORPORATION  
*(Registrant)*

By: /s/ WALTER G. BORST  
Name: Walter G. Borst  
Title: Executive Vice President and Chief  
Financial Officer

Dated: February 18, 2015