

NAVISTAR INTERNATIONAL CORP

Form 8-K

October 17, 2016

**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): October 14, 2016**

**NAVISTAR INTERNATIONAL CORPORATION**

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

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

**1-9618**  
**(Commission File No.)**

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

**incorporation or organization)**

**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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF  
CERTAIN OFFICERS**

On October 14, 2016, Jose Maria Alapont, Stephen R. D Arcy and Dennis A. Suskind were each elected to the Board of Directors (the Board ) of Navistar International Corporation (the Company ). Mr. Alapont was appointed a member of the Board s Finance Committee, Mr. D Arcy was appointed a member of the Board s Audit Committee and Mr. Suskind was appointed a member of the Board s Compensation Committee; all as of October 14, 2016.

As a director of the Company, each of Messrs. Alapont, D Arcy and Suskind will receive compensation as a non-employee director in accordance with the Company s non-employee director compensation practices described in the Company s Annual Proxy Statement filed with the Securities and Exchange Commission on December 22, 2015. This compensation generally consists of an annual retainer in the amount of \$120,000 (\$20,000 which is to be paid in the form of restricted stock) and an annual stock option grant of 5,000 options. The initial cash and stock award to be received by each of Messrs. Alapont, D Arcy and Suskind will be pro-rated accordingly.

A copy of the press release announcing the election of each of Messrs. Alapont, D Arcy and Suskind is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of the Company, dated October 17, 2016 Navistar Appoints Three New Directors |

**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/ Curt A. Kramer  
Name: Curt A. Kramer  
Title: Corporate Secretary

Dated: October 17, 2016

**EXHIBIT INDEX**

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