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NAVISTAR INTERNATIONAL CORP

Form 3

March 10, 2017

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF 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 Addre	ess of Reporti	ng Person *	2. Date of Event	3. Issuer	Name	and Ti	cker or Ti	rading Symbol
Volkswagen Truck & Bus GmbH		Requiring Statement (Month/Day/Year)	NAVISTAR INTERNATIONAL CORP [NAV]					
(Last)	(First)	(Middle)	02/28/2017	4. Relation	_	_	orting	5. If Amendment, Date Original Filed(Month/Day/Year)
BRAWO								•
PARK,, WILI 19	LY-BRAN	DT-PLATZ		(Cho	eck al	l applica	lble)	
.,	(Street)				rector ficer below		Other	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting
BRAUNSCHW	EIG, 2M	(Â 38102						Person _X_ Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned					
1.Title of Security (Instr. 4)			2. Amount of Sec Beneficially Owr (Instr. 4)		Forn Dire	ct (D) adirect	4. Natu Owners (Instr. 5	*

16,242,012

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

Common Stock, par value \$0.10 per share

SEC 1473 (7-02)

 $D^{(1)}_{(2)}$

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Derivative	security:	

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Date Expiration Amount or Security Direct (D)

Exercisable Date Number of or Indirect
Shares (I)

(Instr. 5)

Reporting Owners

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

Signatures

Andreas Renschler, Volkswagen Truck & Bus GmbH /s/ Andreas Renschler					
**Signature of Reporting Person	Date				
Matthias Grundler, Volkswagen Truck & Bus GmbH /s/ Matthias Grundler					
**Signature of Reporting Person	Date				
Tim Haack, Attorney in fact for Volkswagen AG/s/Tim Haack					
**Signature of Reporting Person	Date				
Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann	03/09/2017				
**Signature of Reporting Person	Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This statement is being filed jointly by Volkswagen Truck & Bus GmbH ("VW T&B") and Volkswagen AG ("Volkswagen" and together with VW
 - On September 5, 2016, the Issuer entered into a Stock Purchase Agreement (the "Purchase Agreement") with VW T&B, pursuant to which the Issuer agreed to issue and sell to VW T&B an aggregate of 16,242,012 shares of its common stock, par value \$0.10 per share
- (2) (the "Common Stock"), for an aggregate purchase price of \$255,974,109.12, or \$15.76 per share, in a privately negotiated transaction. The transactions contemplated by the Purchase Agreement closed on February 28, 2017 (the "Issuance Date"), at which time the Common Stock was issued to VWT&B.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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