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VISTEON CORP  
Form SC 13D/A  
July 27, 2007

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

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

Visteon Corporation

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

-----  
(Title of Class of Securities)

92839U107

-----  
(CUSIP Number)

Mr. Timothy Bass  
Pardus Capital Management L.P.  
590 Madison Avenue, Suite 25E  
New York, New York 10022  
(212) 381-7770

With a copy to:

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 24, 2007

-----  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five



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PERSON WITH 27,000,000  
-----  
10 SHARED DISPOSITIVE POWER  
-----  
-0-  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
27,000,000  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.8%  
-----  
14 TYPE OF REPORTING PERSON\*  
IA  
-----

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13D filed on May 1, 2006 by Pardus Capital Management L.P., a Delaware limited partnership ("PCM"), relating to the shares of common stock, \$1.00 par value (the "Shares"), of Visteon Corporation (the "Issuer"), as amended by Amendment Nos. 1, 2, 3, 4, 5, 6 and 7 to the Schedule 13D, is hereby amended by this Amendment No. 8 to the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and restated as follows:

All of the funds used to purchase the Shares described in this Schedule 13D came from the working capital of the Fund. A total of approximately \$177.3 million was paid to acquire such Shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5, paragraphs (a) through (c) of the Schedule 13D are hereby amended and restated as follows:

(a) The Reporting Persons beneficially own 27,000,000 Shares, constituting approximately 20.8% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 129,639,099 Shares outstanding, which is the total number of Shares outstanding as of May 4, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9,

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2007.

(b) PCM possesses sole power to vote and direct the disposition of all of the Shares held by the Fund. Thus, as of the close of business on July 26, 2007, the Reporting Persons may be deemed to beneficially own 27,000,000 Shares, or 20.8% of the Shares deemed issued and outstanding as of that date.

(c) The Information concerning transactions in the Shares effected by PCM since the most recent filing on Schedule 13D is set forth in Schedule A hereto and is incorporated by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 26, 2007

/s/ Karim Samii

-----  
Karim Samii, in his capacity  
as the sole member of Pardus  
Capital Management LLC, the  
sole general partner of Pardus  
Capital Management L.P.

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SCHEDULE A

Pardus Special Opportunities Master Fund L.P.

Trade Date	Shares Purchased (Sold)	Price per Share (\$, excluding execution costs)
-----	-----	-----
06/06/07	13,400	7.87
06/06/07	3,400	7.88
06/06/07	5,900	7.89
06/06/07	10,900	7.90

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06/06/07	2,700	7.92
06/06/07	2,700	7.93
06/06/07	5,200	7.94
06/06/07	41,500	7.95
06/06/07	19,000	7.96
06/06/07	27,100	7.97
06/06/07	9,500	7.98
06/06/07	29,700	7.99
06/06/07	139,300	8.00
06/06/07	14,700	8.01
06/07/07	8,900	7.85
06/07/07	3,200	7.86
06/07/07	8,500	7.87
06/07/07	25,400	7.88
06/07/07	45,400	7.89
06/07/07	21,500	7.90
06/07/07	3,900	7.91
06/07/07	65,400	7.92
06/07/07	6,600	7.93
06/07/07	3,000	7.94
06/07/07	4,800	7.95
06/07/07	2,700	7.96
06/07/07	700	7.97
06/07/07	5,800	7.99
06/07/07	169,200	8.00
06/08/07	2,300	7.81
06/08/07	2,000	7.82
06/08/07	500	7.83
06/08/07	800	7.84
06/08/07	100	7.85
06/08/07	700	7.86
06/08/07	1,200	7.87
06/08/07	1,400	7.88
06/08/07	11,700	7.89
06/08/07	11,500	7.90
06/08/07	9,900	7.91
06/08/07	15,000	7.92
06/08/07	29,300	7.93
06/08/07	13,700	7.94
06/08/07	36,300	7.95
06/08/07	7,100	7.96
06/08/07	1,000	7.97
06/08/07	400	7.98
06/08/07	7,100	7.99
06/08/07	11,400	8.00
06/08/07	5,300	8.01
06/08/07	60,900	8.02
06/08/07	24,900	8.03
06/08/07	14,200	8.04
06/08/07	31,300	8.05
07/23/07	300	7.10
07/23/07	44,605	7.11
07/23/07	33,495	7.12
07/23/07	3,400	7.13
07/23/07	22,100	7.14
07/23/07	67,400	7.15
07/23/07	28,700	7.16
07/24/07	8,300	7.01
07/24/07	96,600	7.02
07/24/07	7,500	7.04
07/24/07	47,500	7.05
07/24/07	8,700	7.06

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07/24/07	5,500	7.07
07/24/07	11,300	7.08
07/24/07	82,200	7.09
07/24/07	247,900	7.10
07/24/07	100	7.11
07/24/07	13,300	7.12
07/24/07	134,000	7.13
07/24/07	36,100	7.14
07/24/07	92,200	7.15
07/24/07	8,800	7.16
07/25/07	900	7.03
07/25/07	19,315	7.04
07/25/07	85,996	7.05
07/25/07	73,989	7.06
07/25/07	55,900	7.07
07/25/07	7,900	7.08
07/25/07	6,000	7.09
07/25/07	19,400	7.11
07/25/07	31,600	7.12
07/25/07	14,800	7.13
07/25/07	21,400	7.14
07/25/07	85,100	7.15
07/25/07	1,100	7.16
07/25/07	300	7.17
07/25/07	1,300	7.18
07/25/07	2,400	7.19
07/25/07	26,900	7.20
07/25/07	37,700	7.21
07/25/07	41,400	7.22
07/25/07	54,300	7.23
07/25/07	7,800	7.24
07/25/07	71,100	7.25
07/25/07	87,000	7.26
07/25/07	19,700	7.27
07/25/07	89,100	7.28
07/25/07	11,400	7.29
07/25/07	376,200	7.30
07/26/07	15,000	6.60
07/26/07	28,100	6.61
07/26/07	3,900	6.62
07/26/07	4,100	6.63
07/26/07	4,900	6.64
07/26/07	19,800	6.65
07/26/07	4,200	6.66
07/26/07	2,500	6.67
07/26/07	9,200	6.68
07/26/07	20,300	6.69
07/26/07	42,900	6.70
07/26/07	3,400	6.71
07/26/07	9,700	6.72
07/26/07	10,900	6.73
07/26/07	15,700	6.74
07/26/07	39,900	6.75
07/26/07	22,800	6.76
07/26/07	78,000	6.77
07/26/07	73,400	6.78
07/26/07	56,400	6.79
07/26/07	155,200	6.80
07/26/07	4,300	6.81
07/26/07	8,800	6.82
07/26/07	2,000	6.83
07/26/07	1,000	6.84

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07/26/07	800	6.85
07/26/07	2,500	6.86
07/26/07	300	6.87
07/26/07	33,900	6.88
07/26/07	13,700	6.89
07/26/07	24,179	6.90
07/26/07	13,721	6.91
07/26/07	12,400	6.92
07/26/07	4,800	6.93
07/26/07	2,600	6.94
07/26/07	2,700	6.95
07/26/07	2,000	6.96