

VISTEON CORP  
Form SC 13D/A  
March 25, 2010

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13-d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO §240.13-d-2(a)  
(Amendment No. 1 )\***

Visteon Corporation

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

92839U107

(CUSIP Number)

Shulamit Leviant, Esq.

c/o Davidson Kempner Partners

New York, New York, 10022

(212) 446-4053

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

Copies to:

Martin J. Bienenstock

Timothy Q. Karcher

Philip Abelson

Dewey & LeBoeuf LLP

1301 Avenue of the Americas

New York, NY 10019

(212) 259-8000

March 25, 2010

(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 §§. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Edgar Filing: VISTEON CORP - Form SC 13D/A

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

---

CUSIP No. 92839U107

Page 2 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

300,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

300,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

300,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.23%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 3 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

630,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

630,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

630,000

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.48%<sup>1</sup>

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 4 of 45 Pages

NAMES OF REPORTING PERSONS

1. M.H. Davidson & Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 54,000

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

54,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

54,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.04%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 5 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner International, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. British Virgin Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

702,000

EACH SOLE DISPOSITIVE POWER

9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

702,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

702,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.54%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 6 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner Distressed Opportunities Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

1,362,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

1,362,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,362,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.05%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 7 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner Distressed Opportunities International Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

2,952,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

2,952,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.27%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 8 of 45 Pages

NAMES OF REPORTING PERSONS

1. MHD Management Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

300,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

300,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

300,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.23%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 9 of 45 Pages

NAMES OF REPORTING PERSONS

1. MHD Management Co. GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

300,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

300,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

300,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.23%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 10 of 45 Pages

NAMES OF REPORTING PERSONS

1. M.H. Davidson & Co. GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 54,000

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

54,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

54,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.04%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 11 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner Advisers Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

630,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

630,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

630,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.48%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IA

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 12 of 45 Pages

NAMES OF REPORTING PERSONS

1. Davidson Kempner International Advisors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

702,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

702,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

702,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.54%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 13 of 45 Pages

NAMES OF REPORTING PERSONS

1. DK Group LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

1,362,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

1,362,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,362,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.05%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 14 of 45 Pages

NAMES OF REPORTING PERSONS

1. DK Management Partners LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)    
 (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

2,952,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

2,952,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.27%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 15 of 45 Pages

NAMES OF REPORTING PERSONS

1. DK Stillwater GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

2,952,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

2,952,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.27%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 16 of 45 Pages

NAMES OF REPORTING PERSONS

1. Thomas L. Kempner, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 17 of 45 Pages

NAMES OF REPORTING PERSONS

1. Stephen M. Dowicz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 18 of 45 Pages

NAMES OF REPORTING PERSONS

1. Scott E. Davidson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 19 of 45 Pages

NAMES OF REPORTING PERSONS

1. Timothy I. Levart

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America and the United Kingdom

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 20 of 45 Pages

NAMES OF REPORTING PERSONS

1. Robert J. Brivio, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.60%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 21 of 45 Pages

NAMES OF REPORTING PERSONS

1. Eric P. Epstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

6,000,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 22 of 45 Pages

NAMES OF REPORTING PERSONS

1. Anthony A. Yoseloff

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

6,000,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.60%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 23 of 45 Pages

NAMES OF REPORTING PERSONS

1. Avram Z. Friedman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 6,000,000

SOLE DISPOSITIVE POWER

9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.60%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 24 of 45 Pages

NAMES OF REPORTING PERSONS

- 1. Conor Bastable

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2. (a)
- (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- 5.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

6,000,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

6,000,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.60%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 25 of 45 Pages

NAMES OF REPORTING PERSONS

1. Brigade Capital Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 3,350,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

3,350,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,350,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.57%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IA

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 26 of 45 Pages

NAMES OF REPORTING PERSONS

1. Brigade Leveraged Capital Structures Fund Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  p  
(b)  o

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.  o

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

3,350,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

3,350,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,350,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.57%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 27 of 45 Pages

NAMES OF REPORTING PERSONS

1. Donald E. Morgan, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)    
 (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 3,350,000

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

3,350,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,350,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.57%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 28 of 45 Pages

NAMES OF REPORTING PERSONS

1. Plainfield Asset Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

902,500

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.  
902,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
902,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.69%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 29 of 45 Pages

NAMES OF REPORTING PERSONS

1. Plainfield OC Master Fund Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  p  
(b)  o

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.  o

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

225,625

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

225,625

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

225,625

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.17%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 30 of 45 Pages

NAMES OF REPORTING PERSONS

1. Plainfield Liquid Strategies Master Fund Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)  (b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

45,125

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

45,125

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,125

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.03%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 31 of 45 Pages

NAMES OF REPORTING PERSONS

1. Plainfield Special Situations Master Fund II Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

631,750

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

631,750

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

631,750

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.48%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---

CUSIP No. 92839U107

Page 32 of 45 Pages

NAMES OF REPORTING PERSONS

1. Max Holmes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States of America

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

902,500

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

902,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

902,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.69%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

---



CUSIP No. 92839U107

Page 33 of 45 Pages

This statement amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the U.S. Securities and Exchange Commission on March 9, 2010 (the

Schedule 13D ), relating to the shares of Common Stock, \$1.00 par value, of Visteon Corporation, a Delaware corporation (the Issuer ), and constitutes Amendment No. 1 to the Schedule 13D. Capitalized terms used herein without definition shall have the meaning assigned to such terms in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Davidson Kempner Filing Persons

The funds for the purchase of the Shares beneficially owned by the Davidson Kempner Filing Persons were derived from the working capital of DKP, DKIP, DKIL, CO, DKDOF and DKDOI. No borrowed funds were used to purchase the Shares held by the Davidson Kempner Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$2,905,883.35 was paid to acquire such Shares.

Brigade Filing Persons

The funds for the purchase of the Shares beneficially owned by the Brigade Filing Persons were delivered from the working capital of Brigade Fund. No borrowed funds were used to purchase the Shares held by the Brigade Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$2,030,486 was paid to acquire such Shares.

Plainfield Filing Persons

The funds for the purchase of the Shares beneficially owned by the Plainfield Filing Persons were delivered from their respective working capital. No borrowed funds were used to purchase the Shares held by the Plainfield Filing Persons, other than borrowed funds used for working capital purposes in the ordinary course of business, including, in certain cases, through borrowings from margin accounts. A total of approximately \$253,800 was paid to acquire such Shares.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

On March 25, 2010, the Reporting Persons approved a letter to be sent to the Board of Directors of the Issuer (the Board ) relating to the chapter 11 plan that the Issuer has recently proposed. A copy of the letter is attached hereto as Exhibit 99.4 and is incorporated herein by reference in its entirety.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

---

CUSIP No. 92839U107

Page 34 of 45 Pages

The aggregate number of Shares to which this Schedule 13D relates is 10,252,500, representing 7.87% of the 130,324,581 Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the SEC on February 26, 2010.

Davidson Kempner Filing Persons

(a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Davidson Kempner Filing Persons is incorporated herein by reference.

(c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Davidson Kempner Filing Persons is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.

(d) No other person is known to the Davidson Kempner Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

Brigade Filing Persons

(a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Brigade Filing Persons is incorporated herein by reference.

(c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Brigade Filing Persons is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.

(d) No other person is known to the Brigade Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

Plainfield Filing Persons

(a) (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Plainfield Filing Persons is incorporated herein by reference.

(c) Information with respect to all transactions in the Shares which were effected during the past 60 days by each of the Plainfield Filing Persons and officers and directors is set forth on Appendix B hereto and incorporated herein by reference. All such transactions were effected as brokered transactions.

(d) No other person is known to the Plainfield Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any Shares beneficially owned by the Reporting Persons.

---

CUSIP No. 92839U107

Page 35 of 45 Pages

(e) Not applicable.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby supplemented by adding the following at the end thereof:

Appendix B: Transactions Effected During the Past 60 Days.

Exhibit 99.4: Letter to the Board of the Issuer, dated March 25, 2010.

---

CUSIP No. 92839U107

Page 36 of 45 Pages

**Signature**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

March 25, 2010

DAVIDSON KEMPNER PARTNERS

By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER INSTITUTIONAL  
PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: President

M.H. DAVIDSON & CO.

By: M.H. Davidson & Co. GP, L.L.C.,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

---

CUSIP No. 92839U107

Page 37 of 45 Pages

M.H. DAVIDSON & CO. GP, L.L.C.

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER INTERNATIONAL,  
LTD.

By: Davidson Kempner International Advisors,  
L.L.C.,  
its Investment Manager

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

MHD MANAGEMENT CO.

By: MHD Management Co. GP, L.L.C.,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

MHD MANAGEMENT CO. GP, L.L.C.

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER ADVISERS INC.

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: President

DAVIDSON KEMPNER INTERNATIONAL  
ADVISORS, L.L.C.

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member



CUSIP No. 92839U107

Page 38 of 45 Pages

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES FUND LP

By: DK Group LLC,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES INTERNATIONAL  
LTD.

By: DK Management Partners LP,  
its Investment Manager

By: DK Stillwater GP LLC,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DK GROUP LLC

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC,  
its General Partner

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

---

CUSIP No. 92839U107

Page 39 of 45 Pages

DK STILLWATER GP LLC

By: /s/ Thomas L. Kempner, Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.  
Thomas L. Kempner, Jr.

/s/ Stephen M. Dowicz  
Stephen M. Dowicz

/s/ Scott E. Davidson  
Scott E. Davidson

/s/ Timothy I. Levart  
Timothy I. Levart

/s/ Robert J. Brivio, Jr.  
Robert J. Brivio, Jr.

/s/ Eric P. Epstein  
Eric P. Epstein

/s/ Anthony A. Yoseloff  
Anthony A. Yoseloff

/s/ Avram Z. Friedman  
Avram Z. Friedman

/s/ Conor Bastable  
Conor Bastable



CUSIP No. 92839U107

Page 40 of 45 Pages

BRIGADE CAPITAL MANAGEMENT, LLC

By: /s/ Donald E. Morgan, III  
Name: Donald E. Morgan, III  
Title: Managing Member

BRIGADE LEVERAGED CAPITAL  
STRUCTURES FUND LTD.

By: Brigade Capital Management, LLC,  
its Investment Manager

By: /s/ Donald E. Morgan, III  
Name: Donald E. Morgan, III  
Title: Managing Member

/s/ Donald E. Morgan, III  
Donald E. Morgan, III

PLAINFIELD ASSET MANAGEMENT LLC

By: /s/ Thomas X. Fritsch  
Name: Thomas X. Fritsch  
Title: Partner and General Counsel

PLAINFIELD OC MASTER FUND LIMITED

By: /s/ Thomas X. Fritsch  
Name: Thomas X. Fritsch  
Title: Authorized Individual

PLAINFIELD LIQUID STRATEGIES MASTER  
FUND LIMITED

By: /s/ Thomas X. Fritsch  
Name: Thomas X. Fritsch  
Title: Authorized Individual

CUSIP No. 92839U107

Page 41 of 45 Pages

PLAINFIELD SPECIAL SITUATIONS MASTER  
FUND II LIMITED

By: /s/ Thomas X. Fritsch  
Name: Thomas X. Fritsch  
Title: Authorized Individual

MAX HOLMES

/s/ Thomas X. Fritsch  
Thomas X. Fritsch  
Attorney-in-Fact\*

\* Duly authorized pursuant to the Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing Thomas X. Fritsch as his attorney-in-fact, which Power of Attorney was attached as Exhibit A to Amendment No. 1 to the Schedule 13G filed with the SEC by Plainfield Asset Management LLC and Plainfield Special Situations Master Fund Limited with respect to the equity securities

of Riviera  
Holdings  
Corporation on  
February 2,  
2007 and is  
incorporated by  
reference herein.

---

CUSIP No. 92839U107

Page 42 of 45 Pages

APPENDIX B  
TRANSACTIONS IN THE SHARES EFFECTED BY THE  
REPORTING PERSONS DURING THE PAST SIXTY DAYS  
(UNLESS OTHERWISE STATED, ALL TRANSACTIONS WERE EFFECTED IN  
THE OPEN MARKET)

M.H. DAVIDSON &amp; CO.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	19,056	\$ 0.2610
02/26/10	7,944	0.3442
03/01/10	990	0.3863
03/01/10	16,110	0.7701
03/01/10	900	0.7000
03/03/10	9,000	0.5147

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	480,635	\$ 0.2610
02/26/10	200,365	0.3442
03/01/10	24,970	0.3863
03/01/10	406,330	0.7701
03/01/10	22,700	0.7000
03/03/10	227,000	0.5147

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	1,041,731	\$ 0.2610
02/26/10	434,269	0.3442
03/01/10	54,120	0.3863
03/01/10	880,680	0.7701
03/01/10	49,200	0.7000
03/03/10	492,000	0.5147

DAVIDSON KEMPNER INTERNATIONAL, LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	247,728	\$ 0.2610
02/26/10	103,272	0.3442
03/01/10	12,870	0.3863
03/01/10	209,430	0.7701
03/01/10	11,700	0.7000
03/03/10	117,000	0.5147



CUSIP No. 92839U107

Page 43 of 45 Pages

## DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	222,320	\$ 0.2610
02/26/10	92,680	0.3442
03/01/10	11,550	0.3863
03/01/10	187,950	0.7701
03/01/10	10,500	0.7000
03/03/10	105,000	0.5147

## DAVIDSON KEMPNER PARTNERS

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	105,867	\$ 0.2610
02/26/10	44,133	0.3442
03/01/10	5,500	0.3863
03/01/10	89,500	0.7701
03/01/10	5,000	0.7000
03/03/10	50,000	0.5147

## BRIGADE LEVERAGED CAPITAL STRUCTURES FUND LTD.

Date of Trade	Shares Purchased (Sold)	Price per Share
03/02/10	276,000	\$0.51471959
03/03/10	1,224,000	0.52093174
03/03/10	500,000	0.55
03/05/10	500,000	0.9076
03/08/10	100,000	0.7477
03/16/10	500,000	0.570
03/16/10	250,000	0.549

## PLAINFIELD OC MASTER FUND LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	175,000	\$ 0.14
03/04/10	50,000	0.77
03/19/10	625	0.72

## PLAINFIELD LIQUID STRATEGIES MASTER FUND LIMITED

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	35,000	\$ 0.14
03/04/10	10,000	0.77
03/19/10	125	0.72

## PLAINFIELD SPECIAL SITUATIONS MASTER FUND II LIMITED



CUSIP No. 92839U107

Page 44 of 45 Pages

Date of Trade	Shares Purchased (Sold)	Price per Share
02/26/10	490,000	\$ 0.14
03/04/10	140,000	0.77
03/19/10	1,750	0.72