

NAVISTAR INTERNATIONAL CORP

Form 8-K

April 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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): March 27, 2013**

**NAVISTAR INTERNATIONAL CORPORATION**

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

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**Delaware**  
(State or other jurisdiction

**1-9618**  
(Commission

**36-3359573**  
(IRS Employer

of incorporation)

**File Number)**  
**2701 Navistar Drive, Lisle Illinois 60532**

**Identification No.)**

(Address of Principal executive offices, including Zip Code)

**(331) 332-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 1.01. Entry Into a Material Definitive Agreement**

*8.25% Senior Notes due 2021*

On March 27, 2013, Navistar International Corporation, a Delaware corporation (the Company ) completed the sale (the Offering ) of \$300,000,000 aggregate principal amount of its 8.25% Senior Notes due 2021 (the Notes ), pursuant to the terms of the underwriting agreement dated March 27, 2013 (the Underwriting Agreement ) among the Company, Navistar, Inc., a Delaware corporation (the Guarantor ), and J.P. Morgan Securities LLC, as representative of the several underwriters named therein (the Underwriters ). The Underwriting Agreement contains customary representations, warranties and covenants. Under the terms of the Underwriting Agreement, the Company sold the Notes at a price equal to 99.75% of the principal amount thereof, plus accrued interest, if any, from November 1, 2012 to the closing date, and has agreed to indemnify the Underwriters against certain liabilities. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1, respectively and is incorporated herein by reference.

The Notes were issued as additional notes pursuant to an indenture, dated October 28, 2009 (the Indenture ), among the Company, the Guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee ), under which the Company previously issued \$1 billion in aggregate principal amount of 8.25% senior notes due 2021 (the Existing Senior Notes ), of which \$900 million remained outstanding. The Notes will be treated together with the Existing Senior Notes as a single series of debt securities, and will have the same terms as and be fungible with the Existing Senior Notes. The Company used the net proceeds from the offering to repay a portion of its senior secured term loan facility in connection with its amendment of that facility. The Notes were offered at an original issue price of 101.25% plus accrued interest from November 1, 2012. The Indenture was previously filed as Exhibit 4.1 to Current Report on Form 8-K dated October 22, 2009 and filed October 28, 2009, Commission File Number 001-09618.

The Notes are registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-187557) filed by the Company with the Securities and Exchange Commission on March 27, 2013.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under Item 1.01 of this Form 8-K is incorporated herein by reference.

**Item 8.01 Other Events**

In connection with the Offering, Kirkland and Ellis LLP provided a legal opinion with respect to the enforceability of the Notes issued by the Company in the Offering.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

- 1.1 Underwriting Agreement for 8.25% Senior Notes due 2021, dated as of March 27, 2013, among Navistar International Corporation, Navistar, Inc., as guarantor, and several Underwriters named therein.
- 5.1 Opinion of Kirkland & Ellis LLP.

**SIGNATURES**

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**

/s/ Andrew J. Cederoth

Name: Andrew J. Cederoth

Title: Executive Vice President and Chief Financial Officer

Date: April 2, 2013

**EXHIBIT INDEX**

| Exhibit No. | Description                                                                                                                                                                                        |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 1.1 | Underwriting Agreement for 8.25% Senior Notes due 2021, dated as of March 27, 2013 among Navistar International Corporation, Navistar, Inc., as guarantor, and several Underwriters named therein. |
| Exhibit 5.1 | Opinion of Kirkland & Ellis LLP.                                                                                                                                                                   |