

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
August 03, 2010

**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): July 31, 2010

**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

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incorporation or organization)

Identification No.)

**4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois**

(Address of principal executive offices)

**Registrant's telephone number, including area code (630) 753-5000**

**60555**

(Zip Code)

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.**

On July 31, 2010, Navistar Financial Securities Corporation, a Delaware corporation ( NFSC ), Navistar Financial Corporation, a Delaware corporation ( NFC ), and The Bank of New York Mellon, a New York banking corporation, as Master Trust Trustee (the Master Trust Trustee ), entered into Amendment No. 9 to the Pooling and Servicing Agreement (the PSA Amendment ). The PSA Amendment, among other things, (i) requires that any dealer notes transferred to the Navistar Financial Dealer Note Master Trust (the Master Trust ) by NFSC be issued by a dealer that meets certain eligibility criteria specified therein, (ii) upon satisfaction of certain conditions described in the PSA Amendment, allows NFSC to designate certain eligible dealers as a dealer whose dealer notes will no longer be permitted to be transferred to the Master Trust, and, at NFSC 's election, allows that any dealer notes issued by such dealer to be removed from the Master Trust and (iii) upon a dealer becoming an ineligible dealer as defined in the PSA Amendment, NFSC shall not transfer dealer notes issued by such ineligible dealer to the Master Trust, and NFSC has the right to remove all of the dealer notes issued by such ineligible dealer held by the Master Trust. The PSA Amendment is attached as Exhibit 10.1 to this Current Report and is incorporated by reference herein.

Pursuant to generally accepted accounting principles, the PSA Amendment will require the assets and liabilities of the Master Trust to be consolidated into the assets and liabilities of Navistar International Corporation (the Company ). Effective with this amendment, the Company 's assets (primarily representing finance receivables) and liabilities (primarily representing debt) will each increase by approximately \$600 million.

**ITEM 7.01 REGULATION FD DISCLOSURE**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Navistar International Corporation, the nation 's largest combined commercial truck, school bus and mid-range diesel engine producer, announced that Daniel C. Ustian, Chairman, President and Chief Executive Officer, will discuss business opportunities and other matters related to the Company during the Jefferies 6<sup>th</sup> Annual Global Industrials and A&D Conference in New York on August 10<sup>th</sup> at 11:30 AM ET.

Live audio web casts will be available for the presentation at <http://ir.navistar.com/events.cfm>. Investors are advised to log on to the web site at least 15 minutes prior to the presentation to allow sufficient time for downloading any necessary software. The web cast will be available for replay at the same address approximately three hours following its conclusion, and will remain available for a period of 12 months or such earlier time as the information is superseded or replaced by more current information.

Navistar International Corporation (NYSE: NAV) is a holding company whose subsidiaries and affiliates produce International® brand commercial and military trucks, MaxxForce® brand diesel engines, IC Bus brand school and commercial buses, Monaco RV brands of recreational vehicles, and Workhorse® brand chassis for motor homes and step vans. It also is a private-label designer and manufacturer of diesel engines for the pickup truck, van and SUV markets. The Company also provides truck and diesel engine service parts. Another affiliate offers financing services. Additional information is available at [www.Navistar.com/newsroom](http://www.Navistar.com/newsroom).

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 10.1	Amendment No. 9 to the Pooling and Servicing Agreement, dated July 31, 2010, among Navistar Financial Securities Corporation, Navistar Financial Corporation and The Bank of New York Mellon, a New York banking corporation, as Master Trust Trustee.

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

Date: August 3, 2010

/s/ Andrew J. Cederoth  
Andrew J. Cederoth

Executive Vice President and Chief Financial Officer

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**INDEX OF EXHIBITS**

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