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NAVISTAR INTERNATIONAL CORP

Form 4 June 10, 2015

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
RACHESKY MARK H MD

2. Issuer Name **and** Ticker or Trading

Issuer

>

Symbol
NAVISTAR INTERNATIONAL
CORP [NAV]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 06/08/2015 _X_ Director
____ Officer (give title below)

__X__ 10% Owner ____ Other (specify

1345 AVENUE OF THE AMERICAS, 42ND FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10105

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	orDisposed of (Instr. 3, 4	of (D)	uired (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							6,180	D		
Common Stock							1,099,046	I	See Footnotes (4) (5)	
Common Stock							145,426	I	See Footnote (6)	
Common Stock	06/08/2015		P	346,000	A	\$ 23.9842	13,601,528	Ι	See Footnotes	

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					<u>(1)</u>			<u>(7)</u> <u>(8)</u>
Common Stock	06/09/2015	P	350,000	A	\$ 24.6358 (2)	13,951,528	I	See Footnotes (7) (8)
Common Stock	06/10/2015	P	229,000	A	\$ 25.2641	14,180,528	I	See Footnotes (7) (8)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. In Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	ele and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Deletionships

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
RACHESKY MARK H MD 1345 AVENUE OF THE AMERICAS 42ND FLOOR NEW YORK, NY 10105	X	X					
MHR Holdings LLC 1345 AVENUE OF THE AMERICAS 42ND FLOOR NEW YORK, NY 10105		X					
MHR FUND MANAGEMENT LLC 1345 AVENUE OF THE AMERICAS 42ND FLOOR		X					

Reporting Owners 2 NEW YORK, NY 10105

MHR Institutional Partners III LP 1345 AVENUE OF THE AMERICAS 42ND FLOOR

X

NEW YORK, NY 10105

MHR Institutional Advisors III LLC 1345 AVENUE OF THE AMERICAS 42ND FLOOR

X

NEW YORK, NY 10105

Signatures

/s/ Janet Yeung, Attorney-in-Fact

06/10/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- The price reported in Column 4 is a weighted average price. These shares of Common Stock were purchased in multiple transactions at prices ranging from \$23.585 to \$24.10. The reporting persons undertake to provide to the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock purchased at each separate price within the ranges set forth in footnotes (1) through (3) of this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.10 to \$24.95.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.86 to \$25.49.
 - These securities are held for the account of MHR Capital Partners Master Account LP, an Anguilla, British West Indies limited partnership ("Master Account"). MHR Advisors LLC, a Delaware limited liability company ("Advisors"), is the general partner of Master Account. MHRC LLC, a Delaware limited liability company ("MHRC"), is the managing member of Advisors. Mark H. Rachesky, M.D.
- (4) ("Dr. Rachesky") is the managing member of MHRC. MHR Fund Management LLC ("Fund Management") has an investment management agreement with Master Account pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the securities held for the account of Master Account. MHR Holdings LLC, a Delaware limited liability company ("MHR Holdings"), is the managing member of Fund Management. Accordingly, Advisors, MHRC, Fund Management, MHR Holdings and Dr. Rachesky may be deemed to beneficially own the securities held for the account of Master Account.
- (5) (continued from footnote 3) Each of Advisors, MHRC, Fund Management, MHR Holdings and Dr. Rachesky disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
 - These securities are held for the account of MHR Capital Partners (100) LP, a Delaware limited partnership ("Capital Partners (100)"). Advisors is the general partner of Capital Partners (100). MHRC is the managing member of Advisors. Dr. Rachesky is the managing member of MHRC. Fund Management has an investment management agreement with Capital Partners (100) pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the securities held for the account of Capital Partners (100).
- MHR Holdings is the managing member of Fund Management. Accordingly, Advisors. MHRC, Fund Management, MHR Holdings and Dr. Rachesky may be deemed to beneficially own the securities held for the account of Capital Partners (100). Each of Advisors, MHRC, Fund Management. MHR Holdings and Dr. Rachesky disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
 - These securities are held for the account of MHR Institutional Partners III LP, a Delaware limited partnership ("Institutional Partners III"). MHR Institutional Advisors III LLC, a Delaware limited liability company ("Institutional Advisors III"), is the general partner of Institutional Partners III. Dr. Rachesky is the managing member of Institutional Advisors III. Fund Management has an investment
- (7) management agreement with Institutional Partners III pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the securities held for the account of Institutional Partners III. MHR Holdings is the managing member of Fund Management. Accordingly, Institutional Advisors III, Fund Management, MHR Holdings and Dr. Rachesky may be deemed to beneficially own the securities held for the account of Institutional Partners III.

Signatures 3

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(8) (continued from footnote 7) Each of Institutional Advisors III, Fund Management, MHR Holdings and Dr. Rachesky disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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.