

VISTEON CORP
Form SC 13G/A
February 06, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Visteon Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92839U206
(CUSIP Number)

December 31, 2017
(Date of Event which Requires Filing of this Statement)

Check the
appropriate box to
designate the rule
pursuant to which
this Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the

disclosures
provided in a prior
cover page.

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).

SCHEDULE 13G
CUSIP No. 92839U206

Names of Reporting
Persons.

1. Iridian Asset Management
LLC
I.R.S. Identification Nos. of
above persons (entities
only).

2. Check the Appropriate Box
if a Member of a Group
(See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of
Organization
Delaware

Number of Shares
Sole Voting Power
of 5,000
Beneficially

Owned/Shared Voting Power
by 3,233,568
Each

Reported/Share Dispositive Power
Person/0

With:

8. Shared Dispositive Power
3,233,568

Aggregate Amount
Beneficially Owned by
9. Each Reporting Person
3,233,568

Check if the Aggregate
Amount in Row (9)
10. Excludes Certain Shares
(See Instructions) []

Percent of Class
Represented by Amount in
11. Row (9)
10.4%

12. Type of Reporting Person
IA

2

SCHEDULE 13G
CUSIP No. 92839U206

Names of Reporting
Persons.

1. David L. Cohen
I.R.S. Identification Nos. of
above persons (entities
only).

Check the Appropriate Box
if a Member of a Group
2. (See Instructions)
(a) [] (b) []

3. SEC USE ONLY

Citizenship or Place of
4. Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person

7. Sole Voting Power
0

8. Shared Voting Power
3,233,568

9. Sole Dispositive Power
0

10. Shared Dispositive Power
3,233,568

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,233,568

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11. Percent of Class Represented by Amount in Row (9)
10.4%

12. Type of Reporting Person
IN

3

SCHEDULE 13G
CUSIP No. 92839U206

Names of Reporting Persons.

1. Harold J. Levy
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X] (b) []

3. SEC USE ONLY

Citizenship or Place of
 4. Organization
 United States

Number of Shares Beneficially Owned by Each Reporting Person
 5. Sole Voting Power
 0
 6. Shared Voting Power
 3,233,568
 7. Sole Dispositive Power
 0
 8. Shared Dispositive Power
 3,233,568

9. Aggregate Amount
 Beneficially Owned by
 Each Reporting Person
 3,233,568

10. Check if the Aggregate
 Amount in Row (9)
 Excludes Certain Shares
 (See Instructions) []

11. Percent of Class
 Represented by Amount in
 Row (9)
 10.4%

12. Type of Reporting Person
 IN

4

This Amendment amends in its entirety the Schedule 13G filed for the month ended December 31, 2016.
 Item 1.

Name of Issuer

(a) Visteon Corporation

(b) Address of Issuer's Principal Executive Offices
 One Village Center Drive, Van Buren Township, Michigan 48111

Item 2.

(a) Name of Person Filing

This Statement is being filed by and on behalf of Iridian Asset Management LLC ("Iridian"), David L. Cohen ("Cohen") and Harold J. Levy ("Levy") (collectively, the "Reporting Persons").

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

Iridian is majority owned by Arovid Associates LLC, a Delaware limited liability company owned and controlled by the following: 12.5% by Cohen, 12.5% by Levy, 37.5% by LLMD LLC, a Delaware limited liability company, and 37.5% by ALHERO LLC, a Delaware limited liability company. LLMD LLC is owned 1% by Cohen, and 99% by a family trust controlled by Cohen. ALHERO LLC is owned 1% by Levy and 99% by a family trust controlled by Levy.

Address of Principal Business Office or, if none, Residence

- (b) The principal business address of the Reporting Persons is 276 Post Road West, Westport, CT 06880-4704.

Citizenship or Place of Organization

- (c) Iridian is a Delaware limited liability company. Cohen and Levy are US citizens.

Title of Class of Securities

- (d) Common Stock

CUSIP Number

- (e) 92839U206

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) [] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) [] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) [] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) [x] Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) and Amount beneficially owned and Percent of Class:

- (b) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 3,233,568 shares of Common Stock which equates to approximately 10.4% of the outstanding shares (the percentage of shares of Common Stock owned being based upon 31,098,830 shares of Common Stock outstanding at October 19, 2017 as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017). Iridian has direct beneficial ownership of the shares of Common Stock in the accounts for which it serves as the investment adviser under its investment management agreements. Messrs. Cohen and Levy may be deemed to possess beneficial ownership of the shares of Common Stock beneficially owned by Iridian by virtue of their indirect controlling ownership of Iridian, and having the power to vote and direct the disposition of shares of Common Stock as joint Chief Investment Officers of Iridian. Messrs. Cohen and Levy disclaim beneficial ownership of such shares.

As used herein, "beneficial ownership" has the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Power to vote or dispose.

- (c) Iridian has the direct power to vote or direct the vote, and the direct power to dispose or direct the disposition, of 3,233,568 shares of Common Stock. Cohen and Levy may be deemed to share with Iridian the power to vote or direct the vote and to dispose or direct the disposition of such shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Iridian is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and its principal business is managing a number of accounts containing securities over which Iridian has voting and dispositive power. Each of Messrs. Cohen and Levy has a controlling interest in Iridian, and serves as Co-Chief Executive Officer and Co-Chief Investment Officer of Iridian.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

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

Date: February 6, 2018

IRIDIAN ASSET MANAGEMENT
LLC

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Executive Vice President

David L. Cohen

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Agent

Harold J. Levy

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Agent

.0pt 3.0pt 3.0pt;width:100.0%;">

6

Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7

Sole Voting Power
0

8

Shared Voting Power
76,463*

9

Sole Dispositive Power
0

10

Shared Dispositive Power
76,463*

11

Aggregate Amount Beneficially Owned by Each Reporting Person
76,463*

12

Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13

Percent of Class Represented by Amount in Row (11)
0.4%*

14

Type of Reporting Person
OO

*This percentage calculation does not include as outstanding any shares of the Issuer that may be issued to New Mountain Finance AIV Holdings Corporation upon the exchange of common membership units of New Mountain Finance Holdings, L.L.C. owned by it on a one-for-one basis into shares of the Issuer.

SCHEDULE 13D/A

CUSIP No. 647551100

1	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	
	Steven B. Klinsky	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds AF	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization United States of America	
	7	Sole Voting Power 2,107,916
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 16,378,552*
	9	Sole Dispositive Power 2,107,916
	10	Shared Dispositive Power 16,378,552*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 18,486,468*	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11) 50.0%	
14	Type of Reporting Person IN	

* Pursuant to Rule 13d-3 of the Act, 16,221,938 of these shares are beneficially owned as a result of the right of New Mountain Finance AIV Holdings Corporation to exchange at any time and from time to time some or all of the common membership units of New Mountain Finance Holdings, L.L.C. owned by it on a one-for-one basis into shares of the Issuer. Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to shares of the Issuer generally will be exercised with respect to the shares of Common Stock which may be issued to New Mountain Finance AIV Holdings Corporation upon any exchange of common membership units of New Mountain Finance Holdings, L.L.C., in accordance with the directions of the partners of New Mountain Guardian AIV, L.P. (including the partners of its limited partners). The Steven B. Klinsky Trust holds 80,151 of the shares shown above.

SCHEDULE 13D/A

CUSIP No. 647551100

1	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	
	Steven B. Klinsky Trust	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	
	United States of America	
	7	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power
		80,151
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		80,151
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	80,151	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	0.4%*	
14	Type of Reporting Person	
	OO	

* This percentage calculation does not include as outstanding any shares of the Issuer that may be issued to New Mountain Finance AIV Holdings Corporation upon the exchange of common membership units of New Mountain Finance Holdings, L.L.C. owned by it on a one-for-one basis into shares of the Issuer.

SCHEDULE 13D/A

CUSIP No. 647551100

1	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	
	Adam J. Collins	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds OO, PF	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization United States of America	
	7	Sole Voting Power 14,345
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 80,151*
	9	Sole Dispositive Power 14,345
	10	Shared Dispositive Power 80,151*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 94,496	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11) 0.5%**	
14	Type of Reporting Person IN	

*These securities are held in the Steven B. Klinsky Trust, of which the Reporting Person is the trustee.

** This percentage calculation does not include as outstanding any shares of the Issuer that may be issued to New Mountain Finance AIV Holdings Corporation upon the exchange of common membership units of New Mountain Finance Holdings, L.L.C. owned by it on a one-for-one basis into shares of the Issuer.

This Amendment No. 2 amends and supplements the statement on Schedule 13D, filed on May 31, 2011, as amended by Amendment No. 1 thereto filed on August 9, 2011 (collectively, the Schedule 13D), by New Mountain Investments III, L.L.C., a Delaware limited liability company, New Mountain Guardian AIV, L.P., a Delaware limited partnership, New Mountain Finance AIV Holdings Corporation, a Delaware corporation (AIV Holdings), New Mountain Guardian Partners, L.P. , a Delaware limited partnership (Guardian Partners), New Mountain Guardian GP, L.L.C., a Delaware limited liability company (Guardian GP), Steven B. Klinsky, the Steven B. Klinsky Trust and Adam J. Collins (collectively, the Reporting Persons)(1) with respect to the common stock, par value \$0.01 per share (Common Stock), of New Mountain Finance Corporation, a Delaware corporation (the Issuer). Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Schedule 13D. Except as herein amended or supplemented, all other information in the Schedule 13D is as set forth therein.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) (b). With respect to each Reporting Person, the aggregate percentage of shares of Common Stock reported beneficially owned by such person named herein is based upon 36,912,573 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of September 28, 2012 and treating any shares of Common Stock which may be acquired by any Reporting Person within 60 days (including through the exchange at any time and from time to time some or all of the common membership units of the Operating Company for shares of Common Stock of the Issuer) as being outstanding for purposes of computing the percentage of outstanding shares of Common Stock by such Reporting Person (but not by any other Reporting Person). There are 16,221,938 outstanding common membership units of the Operating Company which are exchangeable by AIV Holdings on a one-for-one basis into shares of Common Stock. The aggregate number of shares of Common Stock to which this Statement relates (assuming the exchange of all the common membership units of the Operating Company beneficially owned by the Reporting Persons for shares of Common Stock of the Issuer) is 18,486,468 shares of Common Stock, constituting approximately 50.0% of the outstanding shares of Common Stock of the Issuer.

With respect to each Reporting Person, for the aggregate number of securities of the Issuer beneficially owned, the percentage of the class of securities of the Issuer beneficially owned, the number of securities for which such Reporting Person has the sole power to vote or to direct the vote, the number of securities for which such Reporting Person has the shared power to vote or to direct the vote, the number of securities for which such Reporting Person has the sole power to dispose or to direct the disposition, and the number of securities for which such Reporting Person has the shared power to dispose or to direct the disposition, see the responses to Items 7 through Item 11 and Item 13 on the attached cover pages.

(1) Neither the present filing nor anything contained herein shall be construed as an admission that (i) any Reporting Person constitutes a person for any purposes other than Section 13(d) of the Act, (ii) any of the Reporting Persons are, for purposes of Section 13(d) or Section 16 of the Act or otherwise, a member of a group or (iii) any of the Reporting Persons are, for the purposes of Sections 13(d) of the Act, the beneficial owner of any securities other than securities directly owned by such Reporting Persons.

Item 5(c) of the Schedule 13D is hereby amended to add the following:

On September 28, 2012, the Issuer completed an underwritten public offering of 4,000,000 shares of its Common Stock at a public offering price of \$15.00 per share on behalf of AIV Holdings (the Resale Offering). In connection with the Resale Offering, AIV Holdings exchanged 4,000,000 Units held by AIV Holdings for 4,000,000 shares of Common Stock of the Issuer and instructed the Issuer to issue such shares directly to the underwriters for the Resale Offering. AIV Holdings granted the underwriters for the Resale Offering a 30-day option to purchase up to an additional 600,000 shares of Common Stock of the Issuer, which, if such option is exercised, would require AIV Holdings to exchange a corresponding number of additional Units held by AIV Holdings for shares of Common Stock of the Issuer and instruct the Issuer to issue such shares directly to the underwriters for the Resale Offering.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

AIV Holdings, the Issuer, the Operating Company and certain other parties have entered into the Amended and Restated Limited Liability Company Agreement of the Issuer (the LLC Agreement), pursuant to which AIV Holdings and the Investment Adviser (to the extent it receives Units) have the right, subject to certain conditions, to exchange its Units for shares of Common Stock on a one-to-one basis. A more complete summary of the LLC Agreement is set forth in the Issuer's Prospectus dated September 25, 2012, as filed with the Securities and Exchange Commission (the SEC) on September 25, 2012. Such summary is qualified in its entirety by the terms of the LLC Agreement, which is set forth as Exhibit 99.2, and is incorporated herein by reference.

Pursuant to the Dividend Reinvestment Plan, if the Issuer's board of directors declares a cash distribution to its stockholders, such cash distribution shall be automatically reinvested on behalf of the stockholders in additional shares of Common Stock (unless a stockholder opts out of such reinvestment), and the Issuer will automatically reinvest such cash in additional common membership units of the Operating Company. The Issuer intends to make distributions to its stockholders out of assets legally available for distribution each quarter following the completion of the IPO. A more detailed summary of the Dividend Reinvestment Plan is set forth in the Issuer's Prospectus dated September 25, 2012, as filed with the SEC on September 25, 2012. This summary is qualified in its entirety by the terms of the Dividend Reinvestment Plan, which is set forth as Exhibit 99.3, and is incorporated herein by reference.

AIV Holdings and the Issuer have entered into a registration rights agreement (the Registration Rights Agreement) pursuant to which AIV Holdings has the right to require the Issuer to register under the federal securities laws all shares of Common Stock issued to AIV Holdings in exchange for common membership units of the Operating Company and any other shares of the Issuer owned by AIV Holdings that AIV Holdings requests to be registered. In addition, AIV Holdings, Mr. Klinsky and the Klinsky Trust will have the right to include their shares of Common Stock in any future registrations of the Issuer's equity securities. A more complete summary of the Registration Rights Agreement is set forth in the Issuer's Prospectus

dated September 25, 2012, as filed with the SEC on September 25, 2012. This summary is qualified in its entirety by the terms of the Registration Rights Agreement, which is set forth as Exhibit 99.4, and is incorporated herein by reference.

In connection with the Resale Offering, the Issuer, the Operating Company and AIV Holdings, among others, entered into an underwriting agreement, dated September 25, 2012, with certain underwriters (the Underwriting Agreement). A more detailed summary of the Underwriting Agreement is set forth in the Issuer's Prospectus dated September 25, 2012, as filed with the SEC on September 25, 2012. This summary is qualified in its entirety by the terms of the Underwriting Agreement, which is set forth as Exhibit 99.5, and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- 99.1 Joint Filing Agreement, dated May 31, 2011.
- 99.2 Form of Amended and Restated Limited Liability Company Agreement of the Issuer filed as Exhibit (b)(3) to the Issuer's Registration Statement on Form N-2 dated May 9, 2011, and incorporated herein by reference.
- 99.3 Form of Dividend Reinvestment Plan of the Issuer filed as Exhibit (e) to the Issuer's Registration Statement on Form N-2 dated May 9, 2011, and incorporated herein by reference.
- 99.4 Form of Registration Rights Agreement filed as Exhibit (k)(3) to the Issuer's Registration Statement on Form N-2 dated May 9, 2011, and incorporated herein by reference.
- 99.5 Underwriting Agreement, dated September 25, 2012, filed as Exhibit (h)(3) to the Post-Effective Amendment No. 2 to the Issuer's Registration Statement on Form N-2 dated September 25, 2012, and incorporated herein by reference.

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.

Date: October 3, 2012

NEW MOUNTAIN INVESTMENTS III, L.L.C.

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky
Title: Managing Member

NEW MOUNTAIN GUARDIAN AIV, L.P.

By: New Mountain Investments III, L.L.C.,
its general partner

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky
Title: Managing Member

NEW MOUNTAIN FINANCE AIV HOLDINGS CORPORATION

By: /s/ Adam Weinstein
Name: Adam Weinstein
Title: Chief Financial Officer

NEW MOUNTAIN GUARDIAN GP, L.L.C.

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky
Title: Managing Member

Steven B. Klinsky

/s/ Steven B. Klinsky

STEVEN B. KLINSKY TRUST

By: /s/ Steven B. Klinsky
Name: Steven B. Klinsky

Adam J. Collins

/s/ Adam J. Collins