NAVISTAR INTERNATIONAL CORP Form SC 13D/A February 16, 2018

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 10)

Navistar International Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

<u>63934E108</u>

(CUSIP Number)

David Goldman GAMCO Investors, Inc. One Corporate Center Rye, New York 10580-1435 (914) 921-5000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>February 15, 2018</u> (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 .

CUSIP No. 63934E108		
	Names of reporting persons	
	I.R.S. identification nos. of	
1	above persons (entities only)	
	Gabelli Funds, LLC	
	I.D. No.	
	13-4044523	
	Check the appropriate box if	
	a member of a group (SEE	
2	INSTRUCTIONS) (a)	
2		
	(b)	
3	Sec use only	
	Source of funds (SEE	
	INSTRUCTIONS)	
4	00-Funds of investment	
	advisory clients	
	Check box if disclosure of	
	legal proceedings is required	
5	pursuant to items 2 (d) or 2	
	(e)	
	Citizenship or place of	
C	organization	
6	New York	
Number Of	<sup>27</sup> Sole voting power	
Shares	2,747,509 (Item 5)	
	. 8	
Beneficially	: 8 Shared voting power	
0 1	•	
Owned	None	
By Each	: <sup>9</sup> Sole dispositive power	
Dy Each	:	
Reporting	: 2,747,509 (Item 5)	
reporting		
Person	:10 Shared dispositive power	
	· · · ·	
With	None	
11	Aggregate amount	
	beneficially owned by each	
	reporting person	

	2,747,509 (Item 5)
12	Check box if the aggregate
	amount in row (11) excludes
	certain shares
	(SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)
	2.79%

14 Type of reporting person (SEE INSTRUCTIONS) IA, CO

CUSIP No. 63934E108		
1	Names of reporting persons I.R.S. identification nos. of above persons (entities only)	
1	GAMCO Asset	
	Management, Inc. I.D. No. 13-4044521	
	Check the appropriate box if	
	a member of a group (SEE INSTRUCTIONS) (a)	
2	instructions) (a)	
	(b)	
3	Sec use only	
	Source of funds (SEE	
4	INSTRUCTIONS) 00-Funds of investment	
	advisory clients	
	Check box if disclosure of	
	legal proceedings is required	
5	pursuant to items 2 (d) or 2	
	(e)	
	Citizanshin or place of	
6	Citizenship or place of organization	
6	New York	
	.:7	
Number O	$f \stackrel{?}{:} ^7$ Sole voting power	
Shares	5,322,926 (Item 5)	
Beneficial	y <sup>8</sup> Shared voting power	
Owned	None	
By Each	Sole dispositive power	
Reporting	5,678,826 (Item 5)	
Person	:10 Shared dispositive power	
With	None	
11	Aggregate amount	
	beneficially owned by each reporting person	
	reporting person	

	5,678,826 (Item 5)
12	Check box if the aggregate
	amount in row (11) excludes
	certain shares
	(SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)

5.77%

14 Type of reporting person (SEE INSTRUCTIONS) IA, CO

CUSIP No.	63934E108
	Names of reporting persons
	I.R.S. identification nos. of
1	above persons (entities only)
	Teton Advisors, Inc.
	I.D. No. 13-4008049
	Check the appropriate box if
	a member of a group (SEE
	INSTRUCTIONS) (a)
2	
_	
	(b)
	Sec use only
3	see use only
	Source of funds (SEE
	INSTRUCTIONS)
4	00 - Funds of investment
4	
	advisory clients
	Check box if disclosure of
	legal proceedings is required
5	pursuant to items 2 (d) or 2
0	(e)
	Citizenship or place of
6	organization
0	Delaware
Number Of	: 7 Sole voting power
	: Sole voting power
Shares	: 20,000 (Item 5)
Shares	: 20,000 (Rem 5)
Beneficially	: 8 Shared voting power
Denenciality	: Shared voting power
Owned	: None
Owned	: INDIRE
Der Dool	:9 Sala diamoniting manuar
By Each	Sole dispositive power
D (	
Reporting	20,000 (Item 5)
	:10 ~·· · · ·
Person	:10 Shared dispositive power
	•
With	None
11	Aggregate amount
11	beneficially owned by each
	reporting person

	20,000 (Item 5)
12	Check box if the aggregate
	amount in row (11) excludes
	certain shares
	(SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)
	0.02%

14 Type of reporting person (SEE INSTRUCTIONS) IA, CO

CUSIP No.	63934E108
	Names of reporting persons I.R.S. identification nos. of
	above persons (entities only)
1	Gabelli & Company
	Investment Advisers, Inc. I.D.
	No. 13-3379374
	Check the appropriate box if a member of a group (SEE
	INSTRUCTIONS) (a)
2	
	(b)
3	Sec use only
	Source of funds (SEE
4	INSTRUCTIONS)
	00 – Client funds
	Check box if disclosure of
	legal proceedings is required pursuant to items 2 (d) or 2
5	(e)
	Citizenship or place of
6	organization Delaware
	Delaware
Number Of	: 7 Sole voting power
Shares	2,200 (Item 5)
Beneficially	: <sup>8</sup> Shared voting power
Owned	None
By Each	: 9 : Sole dispositive power
Reporting	: 2,200 (Item 5)
Person	:10 Shared dispositive power
With	None
11	Aggregate amount
	beneficially owned by each reporting person

	2,200 (Item 5)
12	Check box if the aggregate
	amount in row (11) excludes
	certain shares
	(SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)
	0.00%
14	Type of reporting person
	(SEE INSTRUCTIONS)
	HC, CO, IA
	110, 00, 11

CUSIP No	o. 63934E108
	Names of reporting persons
	I.R.S. identification nos. of
1	above persons (entities only)
1	MJG Associates, Inc.
	I.D. No.
	06-1304269
	Check the appropriate box if
	a member of a group (SEE
	INSTRUCTIONS) (a)
2	
	(b)
	Sec use only
3	See use only
5	
	Source of funds (SEE
4	INSTRUCTIONS)
4	00-Client Funds
	Check box if disclosure of
	legal proceedings is required
5	pursuant to items 2 (d) or 2 (e)
	Citizenship or place of
6	organization
	Connecticut
	• 7
Number O	$f = \frac{7}{2}$ Sole voting power
Shares	2,000 (Itom 5)
Shares	2,000 (Item 5)
Beneficial	ly: <sup>8</sup> Shared voting power
Owned	None
	. 9
By Each	Sole dispositive power
Reporting	2,000 (Item 5)
Reporting	
Person	:10 Shared dispositive power
With	None
11	Aggregate amount
	beneficially owned by each
	reporting person

	2,000 (Item 5)
12	Check box if the aggregate
	amount in row (11) excludes
	certain shares
	(SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)
	0.00%
14	
	Type of reporting person
	(SEE INSTRUCTIONS)
	CO

CUSIP No. 63934E108		
	Names of reporting persons I.R.S. identification nos. of	
	above persons (entities only)	
1	MJG-IV Limited Partnership	
	I.D. No. 13-3191826	
	Check the appropriate box if	
	a member of a group (SEE INSTRUCTIONS) (a)	
	(b)	
3	Sec use only	
4	Source of funds (SEE	
4	INSTRUCTIONS)	
	Check box if disclosure of legal proceedings is required	
5	pursuant to items 2 (d) or 2	
5	(e)	
	Citizenshir englace of	
6	Citizenship or place of organization	
0	New York	
Number Of	f <sup>7</sup> Sole voting power	
Shares	2,000 (Item 5)	
Beneficiall	y Shared voting power	
Owned	None	
By Each	Sole dispositive power	
Reporting	2,000 (Item 5)	
Person	:10 Shared dispositive power	
With	None	
11	Aggregate amount	
	beneficially owned by each reporting person	

12	2,000 (Item 5)
	Check box if the aggregate amount in row (11) excludes
	certain shares (SEE INSTRUCTIONS)
13	Percent of class represented
	by amount in row (11)
	0.00%
14	Type of reporting person

Type of reporting person (SEE INSTRUCTIONS) PN

CUSIP No. 63934E108			
1	Names of reporting persons I.R.S. identification nos. of above persons (entities only) GGCP,		
	Inc. I.D. No. 13-3056041		
	Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)		
2			
	(b)		
3	Sec use only		
4	Source of funds (SEE INSTRUCTIONS) None		
	Check box if disclosure of legal proceedings is required pursuant to		
5	items 2 (d) or 2 (e)		
6	Citizenship or place of organization Wyoming		
Number Of	Sole voting power		
Shares	None (Item 5)		
Beneficiall	: 8 Shared voting power		
Owned	None		
By Each	: 9 Sole dispositive power		
Reporting	None (Item 5)		
Person	:10 Shared dispositive power		
With	None		
11	Aggregate amount beneficially owned by each reporting person		
	None (Item 5)		
12	Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X		
13	Percent of class represented by amount in row (11)		

0.00%

Type of reporting person (SEE INSTRUCTIONS) HC, CO

8

CUSIP No	. 63934E108 Names of reporting persons	
	I.R.S. identification nos. of above persons (entities only)	
1	GAMCO Investors, Inc.	
	I.D. No. 13-4007862	
	Check the appropriate box if	
	a member of a group (SEE INSTRUCTIONS) (a)	
	(b)	
3	Sec use only	
	Source of funds (SEE INSTRUCTIONS)	
4	None	
	Check box if disclosure of	
5	legal proceedings is required pursuant to items 2 (d) or 2	
5	(e)	
	Citizenship or place of	
6	organization Delaware	
Number Of	Sole voting power	
Shares	None (Item 5)	
Beneficially <sup>8</sup> Shared voting power		
Owned	None	
By Each	Sole dispositive power	
Reporting	None (Item 5)	
Person	:10 Shared dispositive power	
With	None	
11	Aggregate amount beneficially owned by each	
	reporting person	

None (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X
- 13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS) HC, CO

CUSIP No.		
	Names of reporting persons I.R.S. identification nos. of	
	above persons (entities only)	
1	Associated Capital	
	Group, Inc.	
	I.D. No. 47-3965991	
	Check the appropriate box if	
	a member of a group (SEE	
	INSTRUCTIONS) (a)	
	(b)	
3	Sec use only	
5	Course of four la (CEE	
	Source of funds (SEE INSTRUCTIONS)	
4	None	
	Charle how if disalowing of	
	Check box if disclosure of legal proceedings is required	
F	pursuant to items 2 (d) or 2	
5	(e)	
	Citizenship or place of	
6	organization	
-	Delaware	
Number Of $\frac{17}{100}$ Sole voting power		
Number Of	:	
Shares	None (Item 5)	
Beneficially	: 8 Shared voting power	
5		
Owned	None	
By Each	<sup>9</sup> Sole dispositive power	
D	· · · ·	
Reporting	None (Item 5)	
Person	:10 Shared dispositive power	
With	: None	
11	:	
11	Aggregate amount beneficially owned by each	
	reporting person	

None (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X
- 13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS) HC, CO

CUSIP No. 63934E108 Names of reporting persons 1 I.R.S. identification nos. of above persons (entities only) Mario J. Gabelli Check the appropriate box if a member of a group (SEE 2 INSTRUCTIONS) (a) (a)

(b)

 $_3$ Sec use only