

NAVISTAR INTERNATIONAL CORP

Form 8-K

February 21, 2017

**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): February 14, 2017**

**NAVISTAR INTERNATIONAL CORPORATION**

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

**Delaware**  
**(State or other jurisdiction of**

**1-9618**  
**(Commission**

**36-3359573**  
**(I.R.S. Employer**

**incorporation or organization)**

**File No.)**

**Identification No.)**

**2701 Navistar Drive**

**Lisle, Illinois**

**(Address of principal executive offices)**

**60532**

**(Zip Code)**

**Registrant's telephone number, including area code: (331) 332-5000**

**(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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

Navistar International Corporation (the Company) held its 2017 Annual Meeting of Stockholders (the Annual Meeting) on February 14, 2017. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter.

**Proposal 1.** The following nominees were elected to the Board of Directors of the Company (the Board) to serve a one-year term expiring at the 2018 Annual Meeting of Stockholders and until their successors are duly elected and qualified. There were no abstentions with respect to this matter. There were 3,837,883 broker non-votes with respect to this matter. The results of the voting for the election of directors were as follows:

| Nominee                                 | Votes For  | Votes Withheld |
|-----------------------------------------|------------|----------------|
| Troy A. Clarke                          | 72,697,940 | 694,695        |
| Jose Maria Alapont                      | 72,549,452 | 843,183        |
| Stephen R. D Arcy                       | 72,554,709 | 837,926        |
| Vincent J. Intrieri                     | 72,608,589 | 784,046        |
| General (Retired) Stanley A. McChrystal | 72,554,490 | 838,145        |
| Samuel J. Merksamer                     | 69,857,881 | 3,534,754      |
| Mark H. Rachesky                        | 69,846,215 | 3,546,420      |
| Michael F. Sirignano                    | 72,475,555 | 917,080        |
| Dennis A. Suskind                       | 72,593,278 | 799,357        |

The remaining director who did not stand for election at the Annual Meeting and whose term of office as a director continued after such meeting is Dennis D. Williams. Mr. Williams fills a seat that is appointed by the United Automobiles, Aerospace and Agricultural Implement Workers of America (the UAW) and is not elected by stockholders. His term of office continues until his removal by the UAW.

**Proposal 2.** The Company's stockholders approved the non-binding advisory vote on executive compensation. The results of the voting on the non-binding advisory vote on executive compensation were as follows:

|            |               | Votes     | Broker    |
|------------|---------------|-----------|-----------|
| Votes For  | Votes Against | Abstained | Non-Vote  |
| 70,822,201 | 2,303,689     | 266,745   | 3,837,883 |

**Proposal 3.** The Company's stockholders approved, in a non-binding advisory vote, a preferred frequency of once every year for the stockholder non-binding advisory vote on executive compensation.

|                  |                   | Votes       | Votes     | Broker    |
|------------------|-------------------|-------------|-----------|-----------|
| Votes For 1 Year | Votes For 2 Years | For 3 Years | Abstained | Non-Vote  |
| 70,820,914       | 64,670            | 2,481,764   | 25,287    | 3,837,883 |

**Proposal 4.** The Company's stockholders approved the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2017. The results of the voting for the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2017 were as follows:

|                  |                      | <b>Votes</b>     | <b>Broker</b>   |
|------------------|----------------------|------------------|-----------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> | <b>Non-Vote</b> |
| 76,524,715       | 667,020              | 38,783           | 0               |

**ITEM 8.01 OTHER EVENTS**

On February 21, 2017, the Company issued a press release announcing that following the Annual Meeting on February 14, 2017, the Board elected Troy A. Clarke, the Company's President and Chief Executive Officer, as Chairman of the Board and also elected General (Retired) Stanley A. McChrystal as the Independent Lead Director. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

The Company has determined that it will continue to hold the stockholder non-binding advisory vote on executive compensation once every year.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>                                                                                      |
|------------|---------------------------------------------------------------------------------------------------------|
| 99.1       | Press Release, dated February 21, 2017, Navistar's Board of Directors Elects Troy A. Clarke as Chairman |

***Forward Looking Statements***

*Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements only speak as of the date of this report and the company assumes no obligation to update the information included in this report. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as believe, expect, anticipate, intend, plan, estimate, or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties, and assumptions. For a further description of these factors, see the risk factors set forth in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K for the fiscal year ended October 31, 2016. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for our ongoing obligations to disclose material information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.*

**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)*

By: /s/ Walter G. Borst  
Name: Walter G. Borst  
Title: Executive Vice President and Chief  
Financial Officer

Dated: February 21, 2017

**EXHIBIT INDEX**

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