

NAVISTAR INTERNATIONAL CORP
Form SC 13G/A
February 14, 2014

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

SCHEDULE
13G
(Rule 13d-102)

**Information
Statement
Pursuant to
Rules 13d-1 and
13d-2
Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)***

Navistar
International
Corporation
(Name of Issuer)

Common stock,
par value \$0.10
per share
(Title of Class of
Securities)

63934E108
(CUSIP Number)

December
31, 2013

Date of Event
Which Requires
Filing of the
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 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).

Cusip No. 63934E108 13G/A Page 2 of 9 Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Citadel Advisors LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY **0**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.0%1

12. TYPE OF REPORTING PERSON

IA; OO; HC

The percentages reported in this Schedule 13G/A are based upon 81,176,313 shares of common stock outstanding as of November 30, 2013 (according to the Form 10-K filed by the issuer with the Securities and Exchange Commission on December 20, 2013).

Cusip No. 63934E108 13G/A Page 3 of 9 Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Citadel Advisors Holdings II LP

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5.
NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY
6.

OWNED BY **0**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN; HC

Cusip No. 63934E108 13G/A Page 4 of 9 Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1.

Citadel GP LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

88,527 shares

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above.

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above.

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

OO; HC

Cusip No. 63934E108 13G/A Page 5 of 9 Pages

NAME OF REPORTING PERSON

1. S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

Kenneth Griffin

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF
ORGANIZATION

U.S. Citizen

5. SOLE VOTING POWER
NUMBER OF **0**
SHARES

6. SHARED VOTING POWER
BENEFICIALLY
OWNED BY **88,527 shares**
EACH

7. SOLE DISPOSITIVE POWER
REPORTING

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

See Row 6 above

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

IN; HC

Cusip No. 63934E108 13G/A Page 6 of 9 Pages

**Item
1(a) Name of Issuer**

Navistar International Corporation

**Item
1(b) Address of Issuer's Principal Executive Offices**

2701 Navistar Drive, Lisle, Illinois 60532

**Item
2(a) Name of Person Filing**

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings II LP ("CAH2"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH2 and CGP, the "Reporting Persons") with respect to shares of common stock (and options to purchase common stock) of the above-named issuer owned by Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. CGP is the general partner of CALC3 and CAH2. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Citadel LLC, 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

**Item
2(c) Citizenship**

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH2 is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

**Item
2(d) Title of Class of Securities**

Common stock, \$0.10 par value

**Item
2(e) CUSIP Number**

63934E108

**Item
3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;

Cusip No. 63934E108 13G/A Page 7 of 9 Pages

- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
_____.

Item 4 Ownership

A. Citadel Advisors LLC

- (a) Citadel Advisors may be deemed to beneficially own 0 shares of Common Stock.

The number of shares Citadel Advisors may be deemed to

- (b) beneficially own constitutes 0.0% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

B. Citadel Advisors Holdings II LP

- (a) CAH2 may be deemed to beneficially own 0 shares of Common Stock.

The number of shares CAH2 may be deemed to beneficially

- (b) own constitutes 0.0% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

Cusip No. 63934E108 13G/A Page 8 of 9 Pages

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

C. Citadel GP LLC and Kenneth Griffin

(a) CGP and Griffin may be deemed to beneficially own 88,527 shares of Common Stock.

The number of shares CGP and Griffin may be deemed to
(b) beneficially own constitutes 0.1% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 88,527

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 88,527

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 5 percent of the class of securities, check the following x.

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

See Item 2 above

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

**Item
10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with 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 that purpose or effect.

Cusip No. 63934E108 13G/A Page 9 of 9 Pages

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

Dated this 14th day of February, 2014.

CITADEL ADVISORS LLC

Citadel Advisors Holdings II LP

By: /s/ Mark Polemeni By: /s/ Mark Polemeni

Mark Polemeni, Authorized Signatory Mark Polemeni, Authorized Signatory

CITADEL GP LLC

KENNETH GRIFFIN

By: /s/ Mark Polemeni By: /s/ Mark Polemeni

Mark Polemeni, Authorized Signatory Mark Polemeni, attorney-in-fact*

Mark Polemeni is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on January 18, 2013, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for TiVo Inc.