

NAVISTAR INTERNATIONAL CORP  
Form 8-A12B/A  
June 24, 2014

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

**FORM 8-A/A**  
**(Amendment No. 6)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

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

**Delaware**  
**(State of incorporation or organization)**

**36-3359573**  
**(IRS Employer Identification No.)**

**2701 Navistar Drive**

**Lisle, Illinois**  
**(Address of principal executive offices)**

**60532**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
**to be so registered**  
**Preferred Stock Purchase Rights**

**Name of each exchange on**  
**which each class is to be registered**  
**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates: Not Applicable**  
**(if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

Item 1. Description of Registrant's Securities to be Registered.

Reference is hereby made to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission (File No. 001-09618) on June 22, 2012 (the Original Form 8-A), by Navistar International Corporation, a Delaware corporation (the Company). The Original Form 8-A was previously amended by Amendment No. 1 filed by the Company on October 10, 2012 (Amendment No. 1), Amendment No. 2 filed by the Company on October 22, 2012 (Amendment No. 2), Amendment No. 3 filed by the Company on June 18, 2013 (Amendment No. 3), Amendment No. 4 filed by the Company on July 15, 2013 (Amendment No. 4) and Amendment No. 5 filed by the Company on June 23, 2014 (Amendment No. 5). The Original Form 8-A, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5, is incorporated herein by reference.

On June 23, 2014, the Company and the Rights Agent, entered into Amendment No. 7 to the Rights Agreement (Amendment No. 7). Amendment No. 7 amends and restates the Rights Agreement in its entirety.

The Board of Directors adopted Amendment No. 7 to the Rights Agreement because (i) the Company and certain of its subsidiaries have net operating losses and certain other tax attributes (collectively, NOLs) which are valuable for United States federal income tax purposes, (ii) the Company desires to avoid an ownership change within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended (the Code), and (iii) the Board of Directors expects the Amendment No. 7 will enable the Company to better preserve its ability to utilize such NOLs. The Company's Board of Directors will periodically evaluate the Rights Agreement as amended and restated to determine whether it continues to be in the best interests of the Company and its shareholders.

Amendment No. 7 is an exhibit hereto and is incorporated herein by reference. The description of Amendment No. 7 is incorporated by reference herein to the Company's Current Report on Form 8-K, dated June 24, 2014 and is qualified in its entirety by reference to Amendment No. 7.

Item 2. Exhibits.

Exhibit

| No.         | Description   |
|-------------|---|
| Exhibit 4.1 | Rights Agreement by and between Navistar International Corporation and Computershare Shareowner Services LLC, as rights agent (including the form of Certificate of Designation, Preferences and Rights of Junior Participating Preferred Stock, Series A, as Exhibit A thereto, the form of Rights Certificate as Exhibit B thereto, and the form of Summary of Rights as Exhibit C thereto) (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on June 20, 2012, File No. 001-09618). |
| Exhibit 4.2 | Amendment No. 1 to the Rights Agreement, effective as of October 5, 2012, between Navistar International Corporation and Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on October 10, 2012, File No. 001-9618).  |
| Exhibit 4.3 | Amendment No. 2 to the Rights Agreement, effective as of October 5, 2012, between Navistar International Corporation and Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.2 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on October 10, 2012, File No. 001-9618).  |



- Exhibit 4.4 Amendment No. 3 to the Rights Agreement, dated as of October 19, 2012, between Navistar International Corporation and Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on October 22, 2012, File No. 001-9618).
- Exhibit 4.5 Amendment No. 4 to the Rights Agreement, dated as of June 17, 2013, between Navistar International Corporation and Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on June 18, 2013, File No. 001-9618).
- Exhibit 4.6 Amendment No. 5 to the Rights Agreement, dated as of July 14, 2013, between Navistar International Corporation and Computershare Inc., successor-in-interest to Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on July 17, 2013, File No. 001-9618).
- Exhibit 4.7 Amendment No. 6 to the Rights Agreement, dated as of June 17, 2014, between Navistar International Corporation and Computershare Inc., successor-in-interest to Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.1 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on June 23, 2014, File No. 001-9618).
- Exhibit 4.8 Amendment No. 7 to the Rights Agreement, dated as of June 23, 2014, between Navistar International Corporation and Computershare Inc., successor-in-interest to Computershare Shareowner Services LLC, as rights agent (incorporated by reference to Exhibit 4.2 to Navistar International Corporation's Current Report on Form 8-K filed with the SEC on June 24, 2014, File No. 001-9618).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**NAVISTAR INTERNATIONAL CORPORATION**

By: /s/ Curt A. Kramer  
Name: Curt A. Kramer  
Title: Corporate Secretary

Date: June 24, 2014

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**EXHIBIT INDEX**

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