

VISTEON CORP
Form 8-K
January 31, 2005

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**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) January 30, 2005

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-15827</u>	<u>38-3519512</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>One Village Center Drive, Van Buren Township, Michigan</u>		<u>48111</u>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (800)-VISTEON

17000 Rotunda Drive, Dearborn, Michigan 48120

(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 communication 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))
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SECTION 2 FINANCIAL INFORMATION

Item 2.02. Results of Operations and Financial Condition.

On January 31, 2005, the registrant issued a press release regarding its preliminary financial results for the fourth quarter and full year of 2004. The press release, filed as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated herein by reference.

SECTION 4 MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

(a) On January 30, 2005, the Audit Committee of the registrant's Board of Directors, in consultation with the registrant's independent registered public accounting firm, concluded that the previously issued financial statements contained in the registrant's Annual Reports on Form 10-K for the years ended December 31, 2003 and 2002 and its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2004, June 30, 2004 and September 30, 2004 should not be relied upon because of errors in those financial statements and that the registrant would restate these financial statements to make the necessary accounting corrections.

A copy of the registrant's January 31, 2005 press release with respect to, among other things, the accounting corrections is attached as Exhibit 99.1 and is incorporated by reference into this Item 4.02.

The Audit Committee of the registrant's Board of Directors has discussed the matters disclosed in this report with PricewaterhouseCoopers LLP, its independent registered public accounting firm.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 31, 2005

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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.

VISTEON CORPORATION

Date: January 31, 2005

By: William G. Quigley III

William G. Quigley III
Vice President, Corporate Controller
and Chief Accounting Officer

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Exhibit 99.1	Press Release dated January 31, 2005	

, 2021, in the case of the 2026 Notes, the Issuer may redeem all or a portion of the Notes of such series at a price equal to 100% of the principal amount of the Notes of such series redeemed plus a make whole premium and accrued and unpaid interest, if any, to but not including the redemption date. At any time on or after January 15, 2019, in the case of the 2024 Notes, and at any time on or after June 1, 2021, in the case of the 2026 Notes, the Issuer has the option to redeem all or a portion of the Notes of such series at any time at the redemption prices for such series set forth in the Indenture.

In addition, prior to January 15, 2019, the Issuer may redeem up to 40% of the aggregate principal amount of the 2024 Notes with the proceeds from one or more qualified equity offerings at a price equal to 105.125% of the principal amount of the 2024 Notes redeemed, plus accrued and unpaid interest, if any, thereon to but not including

the redemption date. Prior to June 1, 2019, the Issuer may redeem up to 40% of the aggregate principal amount of the 2026 Notes with the proceeds from one or more qualified equity offerings at a price equal to 104.750% of the principal amount of the 2026 Notes redeemed, plus accrued and unpaid interest, if any, thereon to but not including the redemption date.

In the event of certain types of changes of control, the holders of the Notes of a series may require the Issuer to purchase for cash all or a portion of their Notes at a purchase price equal to 101% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to the purchase date.

If the Issuer or its restricted subsidiaries sell assets under certain circumstances, the Issuer will be required to make an offer to purchase the Notes at a purchase price equal to 100% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to the purchase date.

In addition, each Indenture contains covenants limiting the Issuer's ability and the ability of its restricted subsidiaries to:

incur additional indebtedness or issue certain preferred shares;

pay dividends and make certain distributions, investments and other restricted payments;

create certain liens;

sell assets;

enter into transactions with affiliates;

create or allow any restriction on the ability of restricted subsidiaries to make payments to the Issuer;

enter into sale and leaseback transactions;

merge, consolidate, sell or otherwise dispose of all or substantially all of the assets of the Issuer and its subsidiaries on a consolidated basis; and

designate the Issuer's subsidiaries as unrestricted subsidiaries.

Parent will not be subject to the covenants that apply to the Issuer or its restricted subsidiaries under the Indentures.

Each Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Notes to become or to be declared due and payable.

The foregoing description of the Indentures does not purport to be complete and is qualified in its entirety by reference to the full text of the Base Indenture, the Supplemental Indenture and the 2026 Notes Indenture, which are filed as Exhibits 4.1, 4.2 and 4.3, respectively, hereto and are incorporated herein by reference.

Registration Rights Agreements

On May 31, 2016, the Issuer, Parent and the subsidiary guarantors named therein entered into a registration rights agreement (the 2024 Notes Registration Rights Agreement) with Wells Fargo Securities, LLC, as representative of the several initial purchasers, with respect to the New 2024 Notes described above and a registration rights agreement (the 2026 Notes Registration Rights Agreement and, together with 2024 Notes Registration Rights Agreement, the Registration Rights Agreements) with Wells Fargo Securities, LLC, as representative of the several initial purchasers, with respect to the 2026 Notes described above.

In each of the Registration Rights Agreements, the Issuer agreed to (1) file an exchange offer registration statement pursuant to which the Issuer will offer exchange notes with terms identical in all material respects to, and evidencing the same indebtedness as, the applicable series of Issued Notes, in exchange for such series of Issued Notes (but which exchange notes will not contain terms with respect to transfer restrictions or provide for the additional interest described below) and (2) use commercially reasonable efforts to cause the exchange offer

registration statement to be declared effective under the Securities Act of 1933, as amended. In each of the Registration Rights Agreements, the Issuer has agreed to use commercially reasonable efforts to cause the exchange offer to be consummated or, if required, to have one or more shelf registration statements declared effective, within 270 days after the issue date of the Issued Notes.

If the Issuer fails to satisfy such obligation under either Registration Rights Agreement (a registration default), the annual interest rate on the New 2024 Notes or the 2026 Notes, as applicable, will increase by 0.25%. The annual interest rate on the New 2024 Notes or the 2026 Notes, as applicable, will increase by an additional 0.25% for each subsequent 90-day period during which the registration default continues, up to a maximum additional interest rate of 1.00% per annum over the applicable interest rate in the applicable Indenture. If the registration default is corrected, the applicable interest rate on the New 2024 Notes or the 2026 Notes, as applicable, will revert to the original level.

The foregoing description of the Registration Rights Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the 2024 Notes Registration Rights Agreement and the 2026 Notes Registration Rights Agreement, which are filed as Exhibit 4.4 and 4.5, respectively, hereto and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Indenture, dated as of December 17, 2015, among Aramark Services, Inc., as issuer, Aramark, as parent guarantor, the subsidiary guarantors named therein and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (File No. 001-36223) filed with the Commission on December 17, 2015).
4.2	Supplemental Indenture, dated as of May 31, 2016, among Aramark Services, Inc., as issuer, Aramark, as parent guarantor, the subsidiary guarantors named therein and The Bank of New York Mellon, as trustee.
4.3	Indenture, dated as of May 31, 2016, among Aramark Services, Inc., as issuer, Aramark, as parent guarantor, the subsidiary guarantors named therein and The Bank of New York Mellon, as trustee.
4.4	Registration Rights Agreement, dated as of May 31, 2016, among Aramark Services, Inc., Aramark, the subsidiary guarantors named therein, and Wells Fargo Securities, LLC, as representative of the several initial purchasers.
4.5	Registration Rights Agreement, dated as of May 31, 2016, among Aramark Services, Inc., Aramark, the subsidiary guarantors named therein, and Wells Fargo Securities, LLC, as representative of the several initial purchasers.

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.

Aramark

By: /s/ Stephen P. Bramlage, Jr.
Name: Stephen P. Bramlage, Jr.
Title: Executive Vice President and Chief
Financial Officer

June 6, 2016

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