

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
March 12, 2014

**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): March 10, 2014**

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

**Delaware**  
**(State or other jurisdiction)**

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

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

**of 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 Annual Meeting of Stockholders on March 10, 2014 (the Annual Meeting). 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 to serve a one-year term expiring at the 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified. There were no abstentions with respect to this matter. There were 4,605,487 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                          | 61,268,617 | 6,061,888      |
| John D. Correnti                        | 44,718,312 | 22,612,193     |
| Michael N. Hammes                       | 44,683,942 | 22,646,563     |
| Vincent J. Intrieri                     | 60,881,152 | 6,449,353      |
| James H. Keyes                          | 44,667,247 | 22,663,258     |
| General (Retired) Stanley A. McChrystal | 44,822,351 | 22,508,154     |
| Samuel J. Merksamer                     | 44,782,823 | 22,547,682     |
| Mark H. Rachesky                        | 59,790,206 | 7,540,299      |
| Michael F. Sirignano                    | 66,741,267 | 589,238        |

The name of 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 ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2014. 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, 2014 were as follows:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|---------------|-----------------|-----------------|
| 71,566,518 | 154,307       | 215,167         | 0               |

**Proposal 3.** 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 For  | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|---------------|-----------------|-----------------|
| 44,279,936 | 16,229,682    | 6,820,887       | 4,605,487       |

**Proposal 4.** The Company's stockholders approved a stockholder proposal submitted by GAMCO Asset Management, Inc. requesting that the Board of Directors of the Company redeem the rights issued pursuant to the Rights Agreement, dated June 19, 2012, unless the holders of a majority of the outstanding shares of common stock approve the issuance at a meeting of the stockholders held as soon as practical. The results of the voting on the stockholder proposal were as follows:

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Vote</b> |
|------------------|----------------------|------------------------|------------------------|
| 59,021,618       | 4,591,029            | 404,913                | 7,867,737              |

**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: March 12, 2014