

NAVISTAR INTERNATIONAL CORP  
Form 8-K/A  
October 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 18, 2011

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-9618**  
(Commission File No.)

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

Identification No.)

**4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois**  
(Address of principal executive offices)

**60555**  
(Zip Code)

**Registrant's telephone number, including area code (630) 753-5000**

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))

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**EXPLANATORY NOTE**

Navistar International Corporation (the Company) is filing this amendment to its Current Report on Form 8-K filed on October 24, 2011 (the Original 8-K) to include our Exhibit 10.1, which represents the Definitive Loan Agreement (Relating to Our Five-Year Senior Inventory Secured, Asset-Based Revolving Credit Facility). The Company omitted this exhibit from the Original Form 8-K.

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

As previously disclosed in our Original 8-K, Navistar, Inc. and seven of its manufacturing subsidiaries signed a definitive loan agreement relating to a five-year senior inventory secured, asset-based revolving credit facility in an aggregate principal amount of \$355,000,000, which is filed as Exhibit 10.1 hereto and incorporated by reference herein. This Form 8-K/A further amends the initial LIBOR Spread from the 150 basis points as disclosed in the Original 8-K to 175 basis points.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.1           | Definitive Loan Agreement Relating to Our Five-Year Senior Inventory Secured, Asset-Based Revolving Credit Facility |

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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.

NAVISTAR INTERNATIONAL CORPORATION

Registrant

Date: October 26, 2011

/s/ Andrew J. Cederoth  
Andrew J. Cederoth  
Executive Vice President and Chief Financial Officer