

NAVISTAR INTERNATIONAL CORP
Form SC 13D/A
February 09, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

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)

Owl Creek Asset Management, L.P.
640 Fifth Avenue, 20th Floor, New York, NY 10019, Attn: Daniel Sapadin
(212) 688-2550

With a copy to:
Schulte Roth & Zabel LLP
919 Third Avenue, New York, NY 10022, Attn: Marc Weingarten, Esq.
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 3, 2012
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for purposes 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).

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SCHEDULE 13D/A

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1	NAME OF REPORTING PERSON	
	Owl Creek I, L.P.	
2	CHECK THE APPROPRIATE BOX IF A	(a) ..
	MEMBER OF A GROUP*	(b) x
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL	..
	PROCEEDING IS REQUIRED PURSUANT TO	
	ITEMS 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
	NUMBER OF	-0-
	SHARES	
	8	SHARED VOTING POWER
	BENEFICIALLY	74,164
	OWNED BY	
	9	SOLE DISPOSITIVE POWER
	EACH	-0-
	10	SHARED DISPOSITIVE POWER
	REPORTING	74,164
	PERSON WITH	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	74,164	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	..
	CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)	
	0.1%	
14	TYPE OF REPORTING PERSON*	
	PN	

1 NAME OF REPORTING PERSON
Owl Creek II, L.P.

2 CHECK THE APPROPRIATE BOX IF A (a) ..
MEMBER OF A GROUP* (b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL ..
PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7	SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES		
8	SHARED VOTING POWER	
BENEFICIALLY	1,151,385	
OWNED BY		
9	SOLE DISPOSITIVE POWER	
EACH	-0-	
REPORTING		
10	SHARED DISPOSITIVE POWER	
PERSON WITH	1,151,385	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
1,151,385

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
1.7%

14 TYPE OF REPORTING PERSON*
PN

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1	NAME OF REPORTING PERSON	
	Owl Creek Overseas Master Fund, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A	(a) ..
	MEMBER OF A GROUP*	(b) x
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL	..
	PROCEEDING IS REQUIRED PURSUANT TO	
	ITEMS 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
	7	SOLE VOTING POWER
	NUMBER OF	-0-
	SHARES	
	8	SHARED VOTING POWER
	BENEFICIALLY	3,614,695
	OWNED BY	
	9	SOLE DISPOSITIVE POWER
	EACH	-0-
	10	SHARED DISPOSITIVE POWER
	REPORTING	3,614,695
	PERSON WITH	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	3,614,695	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	..
	CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)	
	5.2%	
14	TYPE OF REPORTING PERSON*	
	FI	

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1 NAME OF REPORTING PERSON
Owl Creek Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP* (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7	SOLE VOTING POWER
NUMBER OF	-0-
SHARES	
8	SHARED VOTING POWER
BENEFICIALLY	4,840,244
OWNED BY	
9	SOLE DISPOSITIVE POWER
EACH	-0-
REPORTING	
10	SHARED DISPOSITIVE POWER
PERSON WITH	4,840,244

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
4,840,244

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
7.0%

14 TYPE OF REPORTING PERSON*
CO

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1 NAME OF REPORTING PERSON
Owl Creek Asset Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP* (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		4,840,244
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER
		4,840,244

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
4,840,244

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
7.0%

14 TYPE OF REPORTING PERSON*
CO

1	NAME OF REPORTING PERSON Jeffrey A. Altman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) .. (b) x
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	..
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
7	NUMBER OF SHARES	SOLE VOTING POWER -0-
8	BENEFICIALLY OWNED BY	SHARED VOTING POWER 4,864,434
9	EACH	SOLE DISPOSITIVE POWER -0-
10	REPORTING PERSON WITH	SHARED DISPOSITIVE POWER 4,864,434
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 4,864,434	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	..
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 7.0%	
14	TYPE OF REPORTING PERSON* IN	

This Amendment No. 1 ("Amendment No. 1") to Schedule 13D amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on December 19, 2011 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D"), relating to the common stock, par value \$0.10 per share (the "Common Stock"), of Navistar International Corporation (the "Issuer"). This Amendment No. 1 amends and restates Item 5 as set forth below.

Item 5. INTEREST IN SECURITIES OF THE COMPANY.

A. Owl Creek I, L.P.

(a) Aggregate number of shares beneficially owned: 74,164
Percentage: 0.1% The percentages used herein and in the rest of this Schedule 13D are calculated based upon a total of 69,097,189 shares of Common Stock outstanding as of January 13, 2012, as reported by the Company in its Definitive Proxy Statement on Schedule 14A filed by the Issuer on January 20, 2012.

- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote:
74,164 shares of Common Stock
- 3. Sole power to dispose or direct the disposition: -0-
- 4. Shared power to dispose or direct the disposition:
74,164 shares of Common Stock
- (c) See Schedule I attached hereto.
- (d) Not applicable.
- (e) Not applicable.

B. Owl Creek II, L.P.

(a) Aggregate number of shares beneficially owned:
1,151,385 shares of Common Stock
Percentage: 1.7%

- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote:
1,151,385 shares of Common Stock
- 3. Sole power to dispose or direct the disposition: -0-