

VISTEON CORP  
Form SC 13D/A  
March 25, 2010

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

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13-d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO §240.13-d-2(a)  
(Amendment No. 1 )\***

Visteon Corporation

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

92839U107

(CUSIP Number)

Shulamit Leviant, Esq.

c/o Davidson Kempner Partners

New York, New York, 10022

(212) 446-4053

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

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Timothy Q. Karcher

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Dewey & LeBoeuf LLP

1301 Avenue of the Americas

New York, NY 10019

(212) 259-8000

March 25, 2010

(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 §§. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

\* 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 disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose 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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CUSIP No. 92839U107

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NAMES OF REPORTING PERSONS

1. Davidson Kempner Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

300,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

300,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.23%<sup>1</sup>

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. Davidson Kempner Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

630,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

630,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

630,000

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

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.48%<sup>1</sup>

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. M.H. Davidson & Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 54,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.  
54,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
54,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.04%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. Davidson Kempner International, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. British Virgin Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

702,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

702,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

702,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.54%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. Davidson Kempner Distressed Opportunities Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY

1,362,000

SOLE DISPOSITIVE POWER

9. EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

1,362,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,362,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.05%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. Davidson Kempner Distressed Opportunities International Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

2,952,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

2,952,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.27%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. MHD Management Co.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

300,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.  
300,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
300,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
0.23%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14  
PN

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. MHD Management Co. GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8.

300,000

SOLE DISPOSITIVE POWER

EACH 9.

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

300,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

300,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.23%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. M.H. Davidson & Co. GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF 0

SHARED VOTING POWER

8. SHARES BENEFICIALLY OWNED BY 54,000

SOLE DISPOSITIVE POWER

9.

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

54,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

54,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.04%<sup>1</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

<sup>1</sup> Based on 130,324,581 shares of Common Stock outstanding as of February 22, 2010, as reported by Visteon Corporation in its Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2010.

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NAMES OF REPORTING PERSONS

1. Davidson Kempner Advisers Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4. AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5. &#