

NAVISTAR INTERNATIONAL CORP
Form 10-K/A
March 31, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A
(Amendment No. 1)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended October 31, 2008

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from To

Commission file number 1-9618

NAVISTAR INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

36-3359573

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(State or other jurisdiction of incorporation or organization)

(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

Securities registered pursuant to Section 12(g) of the Act:

Common stock, par value \$0.10 per share

Cumulative convertible junior preference stock, Series D (with \$1.00 par value per share)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

As of April 30, 2008, the aggregate market value of common stock held by non-affiliates of the registrant was \$4.1 billion. For purposes of the foregoing calculation only, executive officers and directors of the registrant, and pension and 401(k) plans of the registrant, have been deemed to be affiliates.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes No

As of November 30, 2008, the number of shares outstanding of the registrant's common stock was 71,228,856, net of treasury shares.

Documents incorporated by reference: Portions of the Company's Proxy Statement for the Annual Meeting of Shareowners to be held on February 17, 2009, are incorporated by reference in Part III.

NAVISTAR INTERNATIONAL CORPORATION FORM 10-K/A

EXPLANATORY NOTE

Navistar International Corporation (NIC) is filing this Form 10-K/A to include in its Annual Report on Form 10-K for the year ended October 31, 2008 the audited financial statements and related notes of Blue Diamond Parts, LLC (BDP), pursuant to Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, as amended.

BDP is an unconsolidated joint venture in which NIC owns a 49% interest. Rule 3-09 of Regulation S-X provides that if an unconsolidated subsidiary or a 50% or less owned subsidiary accounted for by the equity method meets certain conditions set forth in Rule 1-02(w) of Regulation S-X, the subsidiary will be deemed a significant subsidiary and requires its audited financial statements to be filed with the registrant's Annual Report. If the significant subsidiary's year-end is after the registrant's year-end, the required financial statements may be filed as an amendment to the registrant's Annual Report. For NIC's 2008 and 2007 year-ends, BDP met one of the aforementioned conditions. Accordingly, NIC has included in this Form 10-K/A the required audited financial statements of BDP as of and for the years ended December 31, 2008 and 2007 in Exhibit 99.2 of Item 15. Item 15 is the only portion of the Form 10-K being supplemented or amended by this Form 10-K/A. Additionally, in connection with the filing of this Form 10-K/A and pursuant to Securities and Exchange Commission (SEC) rules, we are including currently dated certifications. This Form 10-K/A has not been updated for events or information subsequent to the date of filing of the original Form 10-K except in connection with the foregoing. Accordingly, this Form 10-K/A should be read in conjunction with our other filings made with the SEC subsequent to the filing of the Form 10-K.

PART IV
**Item 15. Exhibits and Financial Statement Schedules
Financial Statements**

See Item 8 Financial Statements and Supplementary Data

Financial statement schedules are omitted because of the absence of the conditions under which they are required or because information called for is shown in the consolidated financial statements and notes thereto.

| Exhibit: | Page |
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| (3) Articles of Incorporation and By-Laws | E-1 |
| (4) Instruments Defining the Rights of Security Holders, Including Indentures | E-2 |
| (10) Material Contracts | E-4 |
| (11) Computation of Earnings per Share (incorporated by reference from Note 19, <i>Earnings (Loss) per share</i> , to the accompanying consolidated financial statements) | 127 |
| (12) Computation of Ratio of Earnings to Fixed Charges | E-47 |
| (21) Subsidiaries of the Registrant | E-48 |
| (23) Consent of Independent Registered Public Accounting Firm | E-49 |
| (24) Power of Attorney | E-50 |
| (31.1)* CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | E-51 |
| (31.2)* CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | E-52 |
| (32.1)* CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | E-53 |
| (32.2)* CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | E-54 |
| (99.1) Additional Financial Information (Unaudited) | E-55 |
| (99.2)* Additional Financial Information (Audited) | E-58 |
| (23.1)* Consent of Independent Registered Public Accounting Firm | E-67 |

* Indicates exhibits filed with this Form 10-K/A.

All exhibits other than those indicated above are omitted because of the absence of the conditions under which they are required or because the information called for is shown in the financial statements and notes thereto in the 2008 Annual Report on Form 10-K.

NAVISTAR INTERNATIONAL CORPORATION

AND CONSOLIDATED SUBSIDIARIES

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

(Registrant)

/s/ JOHN P. WALDRON

John P. Waldron

Vice President and Controller

(Principal Accounting Officer)

March 31, 2009