NAVISTAR INTERNATIONAL CORP
Form 3
March 10, 2017

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Volkswagen Truck & Bus GmbH

(Last) (First) (Middle)

BRAWO
PARK,,Â WILLY-BRANDT-PLATZ
19

(Street)

BRAUNSCHWEIG,Â 2MÂ 38102

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/28/2017

3. Issuer Name **and** Ticker or Trading Symbol
NAVISTAR INTERNATIONAL CORP [NAV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.10 per share	16,242,012	D (1) (2)	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Volkswagen Truck & Bus GmbH BRAWO PARK, WILLY-BRANDT-PLATZ 19 BRAUNSCHWEIG,Â 2MÂ 38102	Â	Â X	Â	Â
VOLKSWAGEN AG BERLINER RING 2 WOLFSBURG, LOWER SAXONY 2MÂ 38440	Â	Â X	Â	Â

Signatures

Andreas Renschler, Volkswagen Truck & Bus GmbH /s/ Andreas Renschler	03/09/2017
**Signature of Reporting Person	Date
Matthias Grundler, Volkswagen Truck & Bus GmbH /s/ Matthias Grundler	03/09/2017
**Signature of Reporting Person	Date
Tim Haack, Attorney in fact for Volkswagen AG /s/ Tim Haack	03/09/2017
**Signature of Reporting Person	Date
Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann	03/09/2017
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed jointly by Volkswagen Truck & Bus GmbH ("VW T&B") and Volkswagen AG ("Volkswagen" and together with VW

(2) On September 5, 2016, the Issuer entered into a Stock Purchase Agreement (the "Purchase Agreement") with VW T&B, pursuant to which the Issuer agreed to issue and sell to VW T&B an aggregate of 16,242,012 shares of its common stock, par value $0.10 per share (the "Common Stock"), for an aggregate purchase price of $255,974,109.12, or $15.76 per share, in a privately negotiated transaction. The transactions contemplated by the Purchase Agreement closed on February 28, 2017 (the "Issuance Date"), at which time the Common Stock was issued to VWT&B.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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