

NAVISTAR INTERNATIONAL CORP  
Form 8-K/A  
September 12, 2016

**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): September 12, 2016 (September 5, 2016)**

**NAVISTAR INTERNATIONAL CORPORATION**  
**(Exact name of registrant as specified in its charter)**

|   |                                  |   |
|---|----------------------------------|---|
| <b>(State or other jurisdiction of<br/>incorporation or organization)</b> | <b>(Commission<br/>File No.)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |
|---|----------------------------------|---|

**2701 Navistar Drive**

|   |                                   |
|---|-----------------------------------|
| <b>Lisle, Illinois</b><br><b>(Address of principal executive offices)</b> | <b>60532</b><br><b>(Zip Code)</b> |
| <b>Registrant's telephone number, including area code (331) 332-5000</b>  |                                   |

**(Former name or former address, if changed since last report.)**

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))

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

On September 6, 2016, Navistar International Corporation (the Company), filed a Current Report on Form 8-K (the Initial Form 8-K) describing the Framework Agreement Concerning Technology Licensing and Supply (the License and Supply Framework Agreement) and the Procurement JV Framework Agreement (the Procurement JV Framework Agreement) between Navistar, Inc. and Volkswagen Truck & Bus GmbH (VW T&B). The Company hereby amends its Initial Form 8-K in this Current Report on Form 8-K/A in order to include the License and Supply Framework Agreement and the Procurement JV Framework Agreement, which are filed, respectively, as Exhibit 10.4 and Exhibit 10.5 hereto and are incorporated herein by reference. Portions of Exhibit 10.4 and Exhibit 10.5 have been omitted pursuant to a FOIA Confidential Treatment Request to the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Except for the filing of these Exhibits, no other amendments to the Initial Form 8-K are made by this Form 8-K/A.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 10.4*              | Framework Agreement Concerning Technology Licensing and Supply, dated as of September 5, 2016, between Navistar, Inc. and Volkswagen Truck & Bus GmbH. |
| 10.5*              | Procurement JV Framework Agreement, dated as of September 5, 2016, by and between Navistar Inc. and Volkswagen Truck & Bus GmbH.                       |

\* Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from this report and submitted separately to the Securities and Exchange Commission.

**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)*

By: /s/ Curt A. Kramer  
Name: Curt A. Kramer

Title: Corporate Secretary

Dated: September 12, 2016

**EXHIBIT INDEX**

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